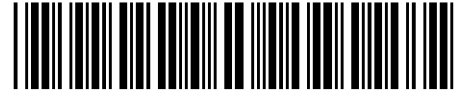




Companies House

AR01 (ef)

Annual Return



Received for filing in Electronic Format on the: **28/01/2016**

X4ZKUDHS

Company Name: **Bifold Group Limited**

Company Number: **06186844**

Date of this return: **31/12/2015**

SIC codes: **70100**

Company Type: **Private company limited by shares**

Situation of Registered Office: **ROTORK HOUSE BRASSMILL LANE
BATH
UNITED KINGDOM
BA1 3JQ**

Officers of the company

Company Secretary 1

Type: **Person**
Full forename(s): **MR STEPHEN RHYS**

Surname: **JONES**

Former names:

Service Address recorded as Company's registered office

Company Director 1

Type: **Person**
Full forename(s): **JONATHAN MARK**

Surname: **DAVIS**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: ****/03/1966** Nationality: **BRITISH**
Occupation: **CHARTERED ACCOUNTANT**

Company Director 2

Type: **Person**
Full forename(s): PETER IAN

Surname: FRANCE

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: UNITED KINGDOM

Date of Birth: **/04/1968 *Nationality:* BRITISH

Occupation: CHIEF EXECUTIVE

Company Director 3

Type: **Person**
Full forename(s): GARY TERENCE

Surname: JACOBSON

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: UNITED KINGDOM

Date of Birth: **/08/1967 *Nationality:* BRITISH

Occupation: DIRECTOR

Statement of Capital (Share Capital)

Class of shares	A ORDINARY	<i>Number allotted</i>	315725
		<i>Aggregate nominal value</i>	31572.5
<i>Currency</i>	GBP	<i>Amount paid</i>	0.1
		<i>Amount unpaid</i>	0

Prescribed particulars

INCOME:SUBJECT TO THE BANKING DOCUMENTS ANY PROFITS WHICH THE COMPANY MAY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR SHALL BE APPLIED AMONGST THE HOLDERS OF THE A ORDINARY SHARES (IN PROPORTION TO THE NUMBERS OF SUCH SHARES HELD BY THEM) IN ACCORDANCE WITH THE FOLLOWING PROVIDED ALWAYS THAT THE HOLDERS OF THE C1 ORDINARY AND C3 ORDINARY SHARES SHALL CEASE TO BE ENTITLED TO ANY RETURN BY WAY OF DIVIDEND FROM THE POINT AT WHICH THEY HAVE RECEIVED WHETHER BY WAY OF DIVIDEND OR CAPITAL RETURN OF ANY NATURE, £42.88 PER C1 ORDINARY OR C3 ORDINARY SHARE AND IN WHICH CASE THE FOLLOWING SHALL BE TREATED AS EXCLUDING THE C1 ORDINARY AND C3 ORDINARY SHARES: A ORDINARY SHARES ENTITLEMENT TO DIVIDEND DECLARED (%)= 30. THE COMPANY MAY NOT DISTRIBUTE ANY PROFITS ANY PROFITS IN RESPECT OF ANY FINANCIAL YEAR UNLESS AND UNTIL THE INVESTOR LOAN NOTES HAVE BEEN REDEEMED IN FULL BUT THEREAFTER THE BOARD MAY RESOLVE TO DECLARE AND PAY DIVIDENDS AS IT DEEMS APPROPRIATE. **CAPITAL:**ON A RETURN OF ASSETS ON LIQUIDATION, REDUCTION OF CAPITAL OR OTHERWISE, THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED IN THE MANNER STATED IN ARTICLE 3.10 (AND REFERENCE TO PROCEEDS IN ARTICLE 3.10 SHALL BE CONSTRUED AS REFERENCE TO SURPLUS ASSETS). **VOTING:** SUBJECT TO ARTICLES 3.6 AND 6.5, THE HOLDERS OF VOTING SHARES SHALL BE ENTITLED TO RECEIVE NOTICE OF AND TO ATTEND, SPEAK AND VOTE AT ALL GENERAL MEETINGS OF THE COMPANY AND THE HOLDERS OF THE VOTING SHARES WHO (BEING INDIVIDUALS) ARE PRESENT IN PERSON OR BY PROXY OR (BEING CORPORATIONS) ARE PRESENT BY DULY AUTHORISED REPRESENTATIVE OR BY PROXY SHALL, ON A SHOW OF HANDS, HAVE ONE VOTE EACH, AND, ON A POLL, THE HOLDERS OF THE VOTING SHARES SHALL HAVE THE FOLLOWING NUMBER OF VOTES FOR EACH SHARE HELD: A ORDINARY = "A" VOTES PER SHARE. FOR THE PURPOSES OF ARTICLE 3.4 THE FOLLOWING DEFINITIONS SHALL APPLY: "A" MEANS SUCH NUMBER OF VOTES PER SHARE AS EQUAL WHEN MULTIPLIED BY ALL THE A ORDINARY SHARES THEN IN ISSUE 30% OF THE TOTAL VOTES EXERCISABLE AT THE MEETING: IN THE EVENT THAT CONTINUED UNDERPERFORMANCE HAS OCCURRED BUT ONLY FOR SO LONG AS CONTINUED UNDERPERFORMANCE IS SUBSISTING THEN, EACH HOLDER OF VOTING SHARES SHALL (AFTER BECOMING AWARE OF THE CIRCUMSTANCES GIVING RISE TO THE RIGHTS SET OUT IN ARTICLE 3.6 AND AN INVESTOR MAJORITY HAVING SERVED NOTICE UPON THE COMPANY SECRETARY THAT ADDITIONAL VOTES ARE TO BE EXERCISED BY HOLDERS OF A ORDINARY SHARES) BE ENTITLED, IN THAT CAPACITY, TO EXERCISE ON A POLL VOTE AT A GENERAL MEETING, OR ON A VOTE ON A WRITTEN RESOLUTION SUCH NUMBER OF VOTES FOR EVERY VOTING SHARE OF WHICH IT IS THE HOLDER AS FOLLOWS: A ORDINARY = "A" VOTES PER SHARE; FOR THE PURPOSES OF ARTICLE 3.6 THE FOLLOWING DEFINITIONS SHALL APPLY: "A" MEANS SUCH NUMBER OF VOTES PER SHARE AS SHALL EQUAL WHEN MULTIPLIED BY ALL THE A ORDINARY SHARES THEN IN USE 49.9% OF THE TOTAL VOTES EXERCISABLE AT THE MEETING.

Class of shares	C1 ORDINARY	<i>Number allotted</i>	592297
		<i>Aggregate nominal value</i>	59170.47
<i>Currency</i>	GBP	<i>Amount paid</i>	0.0999
		<i>Amount unpaid</i>	0

Prescribed particulars

INCOME:SUBJECT TO THE BANKING DOCUMENTS ANY PROFITS WHICH THE COMPANY MAY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR SHALL BE APPLIED AMONGST THE HOLDERS OF THE C1 ORDINARY SHARES(IN PROPORTION TO THE NUMBERS OF SUCH SHARES HELD BY THEM) IN ACCORDANCE WITH THE FOLLOWING PROVIDED ALWAYS THAT THE HOLDERS OF THE C1 ORDINARY AND C3 ORDINARY SHARES SHALL CEASE TO BE ENTITLED TO ANY RETURN BY WAY OF DIVIDEND FROM THE POINT AT WHICH THEY HAVE RECEIVED WHETHER BY WAY OF DIVIDEND OR CAPITAL RETURN OF ANY NATURE, £42.88 PER C1 ORDINARY OR C3 ORDINARY SHARE AND IN WHICH CASE THE FOLLOWING BELOW SHALL BE TREATED AS EXCLUDING THE C1 ORDINARY AND C3 ORDINARY SHARES: C1 ORDINARY ENTITLEMENT TO DIVIDEND DECLARED (%)=70 LESS X. WHERE "X" EQUALS AN AMOUNT EQUAL TO SUCH AMOUNT AS THE COMPANY, WITH INVESTOR CONSENT AND (OTHER THAN WHERE THE PROVISIONS OF CLAUSE 8.2 OF THE SHAREHOLDERS AGREEMENT APPLY) FOUNDER SHAREHOLDER APPROVAL, SHALL DETERMINE SHALL BE PAYABLE TO THE HOLDERS OF THE DEFERRED SHARES (PROVIDED ALWAYS THAT THE AMOUNT PAYABLE AS A DIVIDEND TO THE HOLDERS OF THE DEFERRED SHARES SHALL NOT EXCEED 1% OF THE AGGREGATE AMOUNT PAYABLE AS A DIVIDEND TO THE HOLDERS OF THE EQUITY SHARES), SUCH AMOUNT TO BE ALLOCATED AMONGST THE HOLDERS OF DEFERRED SHARES IN PROPORTION TO THE NUMBER OF SHARES HELD BY THEM. THE COMPANY MAY NOT DISTRIBUTE ANY PROFITS ANY PROFITS IN RESPECT OF ANY FINANCIAL YEAR UNLESS AND UNTIL THE INVESTOR LOAN NOTES HAVE BEEN REDEEMED IN FULL BUT THEREAFTER THE BOARD MAY RESOLVE TO DECLARE AND PAY DIVIDENDS AS IT DEEMS APPROPRIATE. CAPITAL:ON A RETURN OF ASSETS ON LIQUIDATION, REDUCTION OF CAPITAL OR OTHERWISE, THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED IN THE MANNER STATED IN ARTICLE 3.10 (AND REFERENCE TO PROCEEDS IN ARTICLE 3.10 SHALL BE CONSTRUED AS REFERENCE TO SURPLUS ASSETS). VOTING:SUBJECT TO ARTICLES 3.6 AND 6.5, THE HOLDERS OF VOTING SHARES SHALL BE ENTITLED TO RECEIVE NOTICE OF AND TO ATTEND, SPEAK AND VOTE AT ALL GENERAL MEETINGS OF THE COMPANY AND THE HOLDERS OF THE VOTING SHARES WHO (BEING INDIVIDUALS) ARE PRESENT IN PERSON OR BY PROXY OR (BEING CORPORATIONS) ARE PRESENT BY DULY AUTHORISED REPRESENTATIVE OR BY PROXY SHALL, ON A SHOW OF HANDS, HAVE ONE VOTE EACH, AND, ON A POLL, THE HOLDERS OF THE VOTING SHARES SHALL HAVE THE FOLLOWING NUMBER OF VOTES FOR EACH SHARE HELD:C1 ORDINARY="B" VOTES PER SHARE. FOR THE PURPOSES OF ARTICLE 3.4 THE FOLLOWING DEFINITIONS SHALL APPLY: "B" MEANS SUCH NUMBER OF VOTES PER SHARE AS EQUAL WHEN MULTIPLIED BY ALL THE ORDINARY SHARES, C1 ORDINARY AND C3 ORDINARY SHARES THEN IN ISSUE 70% OF THE TOTAL VOTES EXERCISABLE AT THE MEETING LESS ANY VOTING RIGHTS ATTRIBUTED TO THE D ORDINARY SHARES; SUBJECT TO ARTICLE 3.6, THE TOTAL VOTING RIGHTS ATTRIBUTABLE TO THE TOTAL NUMBER OF C1 ORDINARY SHARES IN ISSUE SHALL BE 70%. IN THE EVENT THAT CONTINUED UNDERPERFORMANCE HAS OCCURRED BUT ONLY FOR SO LONG AS CONTINUED UNDERPERFORMANCE IS SUBSISTING THEN, EACH HOLDER OF VOTING SHARES SHALL (AFTER BECOMING AWARE OF THE CIRCUMSTANCES GIVING RISE TO THE RIGHTS SET OUT IN ARTICLE 3.6 AND AN INVESTOR MAJORITY HAVING SERVED NOTICE UPON THE COMPANY SECRETARY THAT ADDITIONAL VOTES ARE TO BE EXERCISED BY HOLDERS OF A ORDINARY SHARES) BE ENTITLED, IN THAT CAPACITY, TO EXERCISE ON A POLL VOTE AT A GENERAL MEETING, OR ON A VOTE ON A WRITTEN RESOLUTION SUCH NUMBER OF VOTES FOR EVERY VOTING SHARE OF WHICH IT IS THE HOLDER AS FOLLOWS:C1 ORDINARY "B" MEANS SUCH NUMBER OF VOTES PER SHARE AS SHALL EQUAL WHEN MULTIPLIED BY ALL THE ORDINARY SHARES, C1 ORDINARY SHARES AND C3 ORDINARY SHARES THEN IN ISSUE 51.1% OF THE TOTAL VOTES EXERCISABLE AT THE MEETING LESS ANY VOTING RIGHTS ATTRIBUTED TO D ORDINARY SHARES: IF THE CIRCUMSTANCES IN ARTICLE 3.6 HAVE OCCURRED, BUT ONLY FOR SO LONG AS SUCH CIRCUMSTANCES

Class of shares	C2 ORDINARY	<i>Number allotted</i>	498848
		<i>Aggregate nominal value</i>	4988.48
<i>Currency</i>	GBP	<i>Amount paid per share</i>	0.01
		<i>Amount unpaid per share</i>	0

Prescribed particulars

INCOME:THE C2 ORDINARY SHARES DO NOT HAVE ANY RIGHT TO RECEIVE A DIVIDEND. CAPITAL:ON A RETURN OF ASSETS ON LIQUIDATION, REDUCTION OF CAPITAL OR OTHERWISE, THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED IN THE MANNER STATED IN ARTICLE 3.10 (AND REFERENCE TO PROCEEDS IN ARTICLE 3.10 SHALL BE CONSTRUED AS REFERENCE TO SURPLUS ASSETS). VOTING:THE HOLDERS OF C2 ORDINARY SHARES SHALL NOT BE ENTITLED TO RECEIVE NOTICE OF AND TO ATTEND, SPEAK AND VOTE AT ANY GENERAL MEETINGS OF THE COMPANY.

Class of shares	C3 ORDINARY	<i>Number allotted</i>	43756
		<i>Aggregate nominal value</i>	4371.22
<i>Currency</i>	GBP	<i>Amount paid</i>	0.0999
		<i>Amount unpaid</i>	0

Prescribed particulars

INCOME: SUBJECT TO THE BANKING DOCUMENTS ANY PROFITS WHICH THE COMPANY MAY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR SHALL BE APPLIED AMONGST THE HOLDERS OF THE C3 ORDINARY SHARES (IN PROPORTION TO THE NUMBERS OF SUCH SHARES HELD BY THEM) IN ACCORDANCE WITH THE FOLLOWING PROVIDED ALWAYS THAT THE HOLDERS OF THE C1 ORDINARY AND C3 ORDINARY SHARES SHALL CEASE TO BE ENTITLED TO ANY RETURN BY WAY OF DIVIDEND FROM THE POINT AT WHICH THEY HAVE RECEIVED WHETHER BY WAY OF DIVIDEND OR CAPITAL RETURN OF ANY NATURE, £42.88 PER C1 ORDINARY OR C3 ORDINARY SHARE AND IN WHICH CASE THE FOLLOWING BELOW SHALL BE TREATED AS EXCLUDING THE C1 ORDINARY AND C3 ORDINARY SHARES: C3 ORDINARY ENTITLEMENT TO DIVIDEND DECLARED (%) = 70 LESS X. WHERE "X" EQUALS AN AMOUNT EQUAL TO SUCH AMOUNT AS THE COMPANY, WITH INVESTOR CONSENT AND (OTHER THAN WHERE THE PROVISIONS OF CLAUSE 8.2 OF THE SHAREHOLDERS AGREEMENT APPLY) FOUNDER SHAREHOLDER APPROVAL, SHALL DETERMINE SHALL BE PAYABLE TO THE HOLDERS OF THE DEFERRED SHARES (PROVIDED ALWAYS THAT THE AMOUNT PAYABLE TO THE HOLDERS OF THE DEFERRED SHARES SHALL NOT EXCEED 1% OF THE AGGREGATE AMOUNT PAYABLE AS A DIVIDEND TO THE HOLDERS OF THE EQUITY SHARES), SUCH AMOUNT TO BE ALLOCATED AMONGST THE HOLDERS OF DEFERRED SHARES IN PROPORTION TO THE NUMBER OF SHARES HELD BY THEM. THE COMPANY MAY NOT DISTRIBUTE ANY PROFITS ANY PROFITS IN RESPECT OF ANY FINANCIAL YEAR UNLESS AND UNTIL THE INVESTOR LOAN NOTES HAVE BEEN REDEEMED IN FULL BUT THEREAFTER THE BOARD MAY RESOLVE TO DECLARE AND PAY DIVIDENDS AS IT DEEMS APPROPRIATE. CAPITAL: ON A RETURN OF ASSETS ON LIQUIDATION, REDUCTION OF CAPITAL OR OTHERWISE, THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED IN THE MANNER STATED IN ARTICLE 3.10 (AND REFERENCE TO PROCEEDS IN ARTICLE 3.10 SHALL BE CONSTRUED AS REFERENCE TO SURPLUS ASSETS). VOTING: SUBJECT TO ARTICLES 3.6 AND 6.5, THE HOLDERS OF VOTING SHARES SHALL BE ENTITLED TO RECEIVE NOTICE OF AND TO ATTEND, SPEAK AND VOTE AT ALL GENERAL MEETINGS OF THE COMPANY AND THE HOLDERS OF THE VOTING SHARES WHO (BEING INDIVIDUALS) ARE PRESENT IN PERSON OR BY PROXY OR (BEING CORPORATIONS) ARE PRESENT BY DULY AUTHORISED REPRESENTATIVE OR BY PROXY SHALL, ON A SHOW OF HANDS, HAVE ONE VOTE EACH, AND, ON A POLL, THE HOLDERS OF THE VOTING SHARES SHALL HAVE THE FOLLOWING NUMBER OF VOTES FOR EACH SHARE HELD: C3 ORDINARY = "B" VOTES PER SHARE. "B" MEANS SUCH NUMBER OF VOTES PER SHARE AS EQUAL WHEN MULTIPLIED BY ALL THE ORDINARY SHARES, C1 ORDINARY AND C3 ORDINARY SHARES THEN IN ISSUE 70% OF THE TOTAL VOTES EXERCISABLE AT THE MEETING LESS ANY VOTING RIGHTS ATTRIBUTED TO THE D ORDINARY SHARES; SUBJECT TO ARTICLE 3.6, THE TOTAL VOTING RIGHTS ATTRIBUTABLE TO THE TOTAL NUMBER OF C3 ORDINARY SHARES IN ISSUE SHALL BE 70%. IN THE EVENT THAT CONTINUED UNDERPERFORMANCE HAS OCCURRED BUT ONLY FOR SO LONG AS CONTINUED UNDERPERFORMANCE IS SUBSISTING THEN, EACH HOLDER OF VOTING SHARES SHALL (AFTER BECOMING AWARE OF THE CIRCUMSTANCES GIVING RISE TO THE RIGHTS SET OUT IN ARTICLE 3.6 AND AN INVESTOR MAJORITY HAVING SERVED NOTICE UPON THE COMPANY SECRETARY THAT ADDITIONAL VOTES ARE TO BE EXERCISED BY HOLDERS OF A ORDINARY SHARES) BE ENTITLED, IN THAT CAPACITY, TO EXERCISE ON A POLL VOTE AT A GENERAL MEETING, OR ON A VOTE ON A WRITTEN RESOLUTION SUCH NUMBER OF VOTES FOR EVERY VOTING SHARE OF WHICH IT IS THE HOLDER AS FOLLOWS: C3 ORDINARY SHARES: "B" VOTES PER SHARE; FOR THE PURPOSES OF ARTICLE 3.6 THE FOLLOWING DEFINITIONS SHALL APPLY; "B" MEANS SUCH NUMBER OF VOTES PER SHARE AS SHALL EQUAL WHEN MULTIPLIED BY ALL THE ORDINARY SHARES, C1 ORDINARY SHARES AND C3 ORDINARY SHARES THEN IN ISSUE 51.1% OF THE TOTAL VOTES EXERCISABLE AT THE MEETING LESS ANY VOTING RIGHTS ATTRIBUTED TO CD ORDINARY SHARES. IF THE CIRCUMSTANCES IN ARTICLE 3.6 HAVE OCCURRED, BUT ONLY FOR SO LONG AS SUCH

Class of shares	C4 ORDINARY	<i>Number allotted</i>	108170
		<i>Aggregate nominal value</i>	1081.7
<i>Currency</i>	GBP	<i>Amount paid per share</i>	0.01
		<i>Amount unpaid per share</i>	0

Prescribed particulars

INCOME:THE C4 ORDINARY SHARES DO NOT HAVE ANY RIGHT TO RECEIVE A DIVIDEND. CAPITAL:ON A RETURN OF ASSETS ON LIQUIDATION, REDUCTION OF CAPITAL OR OTHERWISE, THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED IN THE MANNER STATED IN ARTICLE 3.10 (AND REFERENCE TO PROCEEDS IN ARTICLE 3.10 SHALL BE CONSTRUED AS REFERENCE TO SURPLUS ASSETS). VOTING:THE HOLDERS OF C4 ORDINARY SHARES SHALL NOT BE ENTITLED TO RECEIVE NOTICE OF AND TO ATTEND, SPEAK AND VOTE AT ANY GENERAL MEETINGS OF THE COMPANY.

Class of shares	D ORDINARY	<i>Number allotted</i>	3
		<i>Aggregate nominal value</i>	7500
<i>Currency</i>	GBP	<i>Amount paid</i>	2500
		<i>Amount unpaid</i>	0

Prescribed particulars

INCOME:SUBJECT TO THE BANKING DOCUMENTS ANY PROFITS WHICH THE COMPANY MAY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR SHALL BE APPLIED AMONGST THE HOLDERS OF THE D ORDINARY SHARES(IN PROPORTION TO THE NUMBERS OF SUCH SHARES HELD BY THEM)IN ACCORDANCE WITH THE FOLLOWING PROVIDED ALWAYS THAT THE HOLDERS OF THE C1 ORDINARY AND C3 ORDINARY SHARES SHALL CEASE TO BE ENTITLED TO ANY RETURN BY WAY OF DIVIDEND FROM THE POINT AT WHICH THEY HAVE RECEIVED WHETHER BY WAY OF DIVIDEND OR CAPITAL RETURN OF ANY NATURE, £42.88 PER C1 ORDINARY OR C3 ORDINARY SHARE AND IN WHICH CASE THE FOLLOWING BELOW SHALL BE TREATED AS EXCLUDING THE C1 ORDINARY AND C3 ORDINARY SHARES:D ORDINARY ENTITLEMENT TO DIVIDEND DECLARED(%)=70 LESS X;WHERE "X" EQUALS AN AMOUNT EQUAL TO SUCH AMOUNT AS THE COMPANY, WITH INVESTOR CONSENT AND(OTHER THAN WHERE THE PROVISIONS OF CLAUSE 8.2 OF THE SHAREHOLDERS AGREEMENT APPLY)FOUNDER SHAREHOLDER APPROVAL, SHALL DETERMINE SHALL BE PAYABLE TO THE HOLDERS OF THE DEFERRED SHARES(PROVIDED ALWAYS THAT THE AMOUNT PAYABLE TO THE HOLDERS OF THE DEFERRED SHARES SHALL NOT EXCEED 1% OF THE AGGREGATE AMOUNT PAYABLE AS A DIVIDEND TO THE HOLDERS OF THE EQUITY SHARES), SUCH AMOUNT TO BE ALLOCATED AMONGST THE HOLDERS OF DEFERRED SHARES IN PROPORTION TO THE NUMBER OF SHARES HELD BY THEM.THE COMPANY MAY NOT DISTRIBUTE ANY PROFITS ANY PROFITS IN RESPECT OF ANY FINANCIAL YEAR UNLESS AND UNTIL THE INVESTOR LOAN NOTES HAVE BEEN REDEEMED IN FULL BUT THEREAFTER THE BOARD MAY RESOLVE TO DECLARE AND PAY DIVIDENDS AS IT DEEMS APPROPRIATE. CAPITAL:ON A RETURN OF ASSETS ON LIQUIDATION, REDUCTION OF CAPITAL OR OTHERWISE, THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED IN THE MANNER STATED IN ARTICLE 3.10(AND REFERENCE TO PROCEEDS IN ARTICLE 3.10 SHALL BE CONSTRUED AS REFERENCE TO SURPLUS ASSETS). VOTING:SUBJECT TO ARTICLES 3.6 AND 6.5, THE HOLDERS OF VOTING SHARES SHALL BE ENTITLED TO RECEIVE NOTICE OF AND TO ATTEND, SPEAK AND VOTE AT ALL GENERAL MEETINGS OF THE COMPANY AND THE HOLDERS OF THE VOTING SHARES WHO(BEING INDIVIDUALS)ARE PRESENT IN PERSON OR BY PROXY OR(BEING CORPORATIONS)ARE PRESENT BY DULY AUTHORISED REPRESENTATIVE OR BY PROXY SHALL, ON A SHOW OF HANDS, HAVE ONE VOTE EACH, AND, ON A POLL, THE HOLDERS OF THE VOTING SHARES SHALL HAVE THE FOLLOWING NUMBER OF VOTES FOR EACH SHARE HELD:D ORDINARY="D" VOTES PER HOLDER OF D ORDINARY SHARES.FOR THE PURPOSES OF ARTICLE 3.4 THE FOLLOWING DEFINITIONS SHALL APPLY;"D" 5% OF THE TOTAL VOTES EXERCISABLE AT THE MEETING LESS ANY VOTING RIGHTS ATTRIBUTABLE TO THE RELEVANT HOLDER OF D ORDINARY SHARES BY VIRTUE OF SUCH HOLDER ALSO HOLDING ORDINARY SHARES, C1 ORDINARY SHARES OF C3 ORDINARY SHARES:SUBJECT TO ARTICLE 3.6, THE TOTAL VOTING RIGHTS ATTRIBUTABLE TO THE TOTAL NUMBER OF D ORDINARY SHARES IN ISSUE SHALL BE 70%.IN THE EVENT THAT CONTINUED UNDERPERFORMANCE HAS OCCURRED BUT ONLY FOR SO LONG AS CONTINUED UNDERPERFORMANCE IS SUBSISTING THEN, EACH HOLDER OF VOTING SHARES SHALL(AFTER BECOMING AWARE OF THE CIRCUMSTANCES GIVING RISE TO THE RIGHTS SET OUT IN ARTICLE 3.6 AND AN INVESTOR MAJORITY HAVING SERVED NOTICE UPON THE COMPANY SECRETARY THAT ADDITIONAL VOTES ARE TO BE EXERCISED BY HOLDERS OF A ORDINARY SHARES)BE ENTITLED, IN THAT CAPACITY, TO EXERCISE ON A POLL VOTE AT A GENERAL MEETING, OR ON A VOTE ON A WRITTEN RESOLUTION SUCH NUMBER OF VOTES FOR EVERY VOTING SHARE OF WHICH IT IS THE HOLDER AS FOLLOWS:D ORDINARY SHARES:"D" VOTES PER SHARE; FOR THE PURPOSES OF ARTICLE 3.6 THE FOLLOWING DEFINITIONS SHALL APPLY;"D" MEANS 5% OF THE TOTAL VOTES EXERCISABLE AT THE MEETING LESS ANY VOTING RIGHTS ATTRIBUTABLE TO THE RELEVANT HOLDER OF D ORDINARY SHARES BY VIRTUE OF SUCH HOLDER ALSO HOLDING, ORDINARY SHARES, C1 ORDINARY SHARES AND C3 ORDINARY SHARES IF THE CIRCUMSTANCES IN ARTICLE 3.6 HAVE OCCURRED BUT ONLY FOR SO LONG

Class of shares	DEFERRED	<i>Number allotted</i>	4737
		<i>Aggregate nominal value</i>	473.7
<i>Currency</i>	GBP	<i>Amount paid</i>	0.1
		<i>Amount unpaid</i>	0

Prescribed particulars

INCOME:SUBJECT TO THE BANKING DOCUMENTS ANY PROFITS WHICH THE COMPANY MAY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR SHALL BE APPLIED AMONGST THE HOLDERS OF THE DEFERRED SHARES (IN PROPORTION TO THE NUMBERS OF SUCH SHARES HELD BY THEM) IN ACCORDANCE WITH THE FOLLOWING PROVIDED ALWAYS THAT THAT HOLDERS OF THE C1 ORDINARY AND C3 ORDINARY SHARES SHALL CEASE TO BE ENTITLED TO ANY RETURN BY WAY OF DIVIDEND FROM THE POINT AT WHICH THEY HAVE RECEIVED WHETHER BY WAY OF DIVIDEND OR CAPITAL RETURN OF ANY NATURE, £42,88 PER C1 ORDINARY OR C3 ORDINARY SHARE IN WHICH CASE THE FOLLOWING BELOW SHALL BE TREATED AS EXCLUDING THE C1 ORDINARY AND C3 ORDINARY SHARES; DEFERRED SHARES ENTITLEMENT TO DIVIDEND DECLARED (%) = X. WHERE "X" EQUALS AN AMOUNT EQUAL TO SUCH AMOUNT AS THE COMPANY, WITH INVESTOR CONSENT AND (OTHER THAN WHERE THE PROVISIONS OF CLAUSE 8.2 OF THE SHAREHOLDERS AGREEMENT APPLY) FOUNDER SHAREHOLDER APPROVAL, SHALL DETERMINE SHALL BE PAYABLE TO THE HOLDERS OF THE DEFERRED SHARES (PROVIDED ALWAYS THAT THE AMOUNT PAYABLE TO THE HOLDERS OF THE DEFERRED SHARES SHALL NOT EXCEED 1% OF THE AGGREGATE AMOUNT PAYABLE AS A DIVIDEND TO THE HOLDERS OF THE EQUITY SHARES), SUCH AMOUNT TO BE ALLOCATED AMONGST THE HOLDERS OF DEFERRED SHARES IN PROPORTION TO THE NUMBER OF SHARES HELD BY THEM. THE COMPANY MAY NOT DISTRIBUTE ANY PROFITS IN RESPECT OF ANY FINANCIAL YEAR UNLESS AND UNTIL THE INVESTOR LOAN NOTES HAVE BEEN REDEEMED IN FULL BUT THEREAFTER THE BOARD MAY RESOLVE TO DECLARE AND PAY DIVIDENDS AS IT DEEMS APPROPRIATE. **CAPITAL:**ON A RETURN OF ASSETS ON LIQUIDATION, REDUCTION OF CAPITAL OR OTHERWISE, THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED IN THE MANNER STATED IN ARTICLE 3.10 (AND REFERENCE TO PROCEEDS IN ARTICLE 3.10 SHALL BE CONSTRUED AS REFERENCE TO SURPLUS ASSETS). **VOTING:**THE HOLDERS OF DEFERRED SHARES SHALL NOT BE ENTITLED TO RECEIVE NOTICE OF AND TO ATTEND SPEAK AND VOTE AT ANY GENERAL MEETINGS OF THE COMPANY.

Class of shares	ORDINARY	<i>Number allotted</i>	100489
		<i>Aggregate nominal value</i>	10048.9
<i>Currency</i>	GBP	<i>Amount paid</i>	0.1
		<i>Amount unpaid</i>	0

Prescribed particulars

INCOME: SUBJECT TO THE BANKING DOCUMENTS ANY PROFITS WHICH THE COMPANY MAY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR SHALL BE APPLIED AMONGST THE HOLDERS OF THE ORDINARY SHARES (IN PROPORTION TO THE NUMBERS OF SUCH SHARES HELD BY THEM) IN ACCORDANCE WITH THE FOLLOWING PROVIDED ALWAYS THAT THE HOLDERS OF THE C1 ORDINARY AND C3 ORDINARY SHARES SHALL CEASE TO BE ENTITLED TO ANY RETURN BY WAY OF DIVIDEND FROM THE POINT AT WHICH THEY HAVE RECEIVED WHETHER BY WAY OF DIVIDEND OR CAPITAL RETURN OF ANY NATURE, £42.88 PER C1 ORDINARY OR C3 ORDINARY SHARE AND IN WHICH CASE THE FOLLOWING BELOW SHALL BE TREATED AS EXCLUDING THE C1 ORDINARY AND C3 ORDINARY SHARES: ORDINARY, ENTITLEMENT TO DIVIDEND DECLARED (%) = 70 LESS X. WHERE "X" EQUALS AN AMOUNT EQUAL TO SUCH AMOUNT AS THE COMPANY, WITH INVESTOR CONSENT AND (OTHER THAN WHERE THE PROVISIONS OF CLAUSE 8.2 OF THE SHAREHOLDERS AGREEMENT APPLY) FOUNDER SHAREHOLDER APPROVAL, SHALL DETERMINE SHALL BE PAYABLE TO THE HOLDERS OF THE DEFERRED SHARES (PROVIDED ALWAYS THAT THE AMOUNT PAYABLE AS A DIVIDEND TO THE HOLDERS OF THE EQUITY SHARES), SUCH AMOUNT TO BE ALLOCATED AMONGST THE HOLDERS OF DEFERRED SHARES IN PROPORTION TO THE NUMBER OF SHARES HELD BY THEM. THE COMPANY MAY NOT DISTRIBUTE ANY PROFITS ANY PROFITS IN RESPECT OF ANY FINANCIAL YEAR UNLESS AND UNTIL THE INVESTOR LOAN NOTES HAVE BEEN REDEEMED IN FULL BUT THEREAFTER THE BOARD MAY RESOLVE TO DECLARE AND PAY DIVIDENDS AS IT DEEMS APPROPRIATE. CAPITAL: ON A RETURN OF ASSETS ON LIQUIDATION, REDUCTION OF CAPITAL OR OTHERWISE, THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED IN THE MANNER STATED IN ARTICLE 3.10 (AND REFERENCE TO PROCEEDS IN ARTICLE 3.10 SHALL BE CONSTRUED AS REFERENCE TO SURPLUS ASSETS). VOTING: SUBJECT TO ARTICLES 3.6 AND 6.5, THE HOLDERS OF VOTING SHARES SHALL BE ENTITLED TO RECEIVE NOTICE OF AND TO ATTEND, SPEAK AND VOTE AT ALL GENERAL MEETINGS OF THE COMPANY AND THE HOLDERS OF THE VOTING SHARES WHO (BEING INDIVIDUALS) ARE PRESENT IN PERSON OR BY PROXY OR (BEING CORPORATIONS) ARE PRESENT BY DULY AUTHORISED REPRESENTATIVE OR BY PROXY SHALL, ON A SHOW OF HANDS, HAVE ONE VOTE EACH, AND, ON A POLL, THE HOLDERS OF THE VOTING SHARES SHALL HAVE THE FOLLOWING NUMBER OF VOTES FOR EACH SHARE HELD: ORDINARY = "B" VOTES PER SHARE. FOR THE PURPOSES OF ARTICLE 3.4 THE FOLLOWING DEFINITIONS SHALL APPLY: "B" MEANS SUCH NUMBER OF VOTES PER SHARE AS EQUAL WHEN MULTIPLIED BY ALL THE ORDINARY SHARES, C1 ORDINARY AND C3 ORDINARY SHARES THEN IN ISSUE 70% OF THE TOTAL VOTES EXERCISABLE AT THE MEETING LESS ANY VOTING RIGHTS ATTRIBUTED TO THE D ORDINARY SHARES; "D" 5% OF THE TOTAL VOTES EXERCISABLE AT THE MEETING LESS ANY VOTING RIGHTS ATTRIBUTABLE TO THE RELEVANT HOLDER OF D ORDINARY SHARES OR C3 ORDINARY SHARES: SUBJECT TO ARTICLE 3.6, THE TOTAL VOTING RIGHTS ATTRIBUTABLE TO THE TOTAL NUMBER OF ORDINARY SHARES IN ISSUE SHALL BE 70%. IN THE EVENT THAT CONTINUED UNDERPERFORMANCE HAS OCCURRED BUT ONLY FOR SO LONG AS CONTINUED UNDERPERFORMANCE IS SUBSISTING THEN, EACH HOLDER OF VOTING SHARES SHALL (AFTER BECOMING AWARE OF THE CIRCUMSTANCES GIVING RISE TO THE RIGHTS SET OUT IN ARTICLE 3.6 AND AN INVESTOR MAJORITY HAVING SERVED NOTICE UPON THE COMPANY SECRETARY THAT ADDITIONAL VOTES ARE TO BE EXERCISED BY HOLDERS OF A ORDINARY SHARES) BE ENTITLED, IN THAT CAPACITY, TO EXERCISE ON A POLL VOTE AT A GENERAL MEETING, OR ON A VOTE ON A WRITTEN RESOLUTION SUCH NUMBER OF VOTES FOR EVERY VOTING SHARE OF WHICH IT IS THE HOLDER AS FOLLOWS: ORDINARY "B" MEANS SUCH NUMBER OF VOTES PER SHARE AS SHALL EQUAL WHEN MULTIPLIED BY ALL THE ORDINARY SHARES, C1 ORDINARY SHARES AND C3 ORDINARY SHARES THEN IN ISSUE 51.1% OF THE TOTAL VOTES EXERCISABLE AT THE MEETING LESS ANY VOTING RIGHTS ATTRIBUTED TO D ORDINARY SHARES. IF THE CIRCUMSTANCES IN ARTICLE 3.6 HAVE OCCURRED, BUT

Statement of Capital (Totals)

<i>Currency</i>	GBP	<i>Total number of shares</i>	1664025
		<i>Total aggregate nominal value</i>	119206.97

Full Details of Shareholders

The details below relate to individuals / corporate bodies that were shareholders as at 31/12/2015 or that had ceased to be shareholders since the made up date of the previous Annual Return

A full list of shareholders for the company are shown below

<i>Shareholding 1</i>	: 315725 A ORDINARY shares held as at the date of this return
<i>Name:</i>	ROTORK OVERSEAS LIMITED
<i>Shareholding 2</i>	: 592297 C1 ORDINARY shares held as at the date of this return
<i>Name:</i>	ROTORK OVERSEAS LIMITED
<i>Shareholding 3</i>	: 498848 C2 ORDINARY shares held as at the date of this return
<i>Name:</i>	ROTORK OVERSEAS LIMITED
<i>Shareholding 4</i>	: 43756 C3 ORDINARY shares held as at the date of this return
<i>Name:</i>	ROTORK OVERSEAS LIMITED
<i>Shareholding 5</i>	: 108170 C4 ORDINARY shares held as at the date of this return
<i>Name:</i>	ROTORK OVERSEAS LIMITED
<i>Shareholding 6</i>	: 3 D ORDINARY shares held as at the date of this return
<i>Name:</i>	ROTORK OVERSEAS LIMITED
<i>Shareholding 7</i>	: 4737 DEFERRED shares held as at the date of this return
<i>Name:</i>	ROTORK OVERSEAS LIMITED
<i>Shareholding 8</i>	: 100489 ORDINARY shares held as at the date of this return
<i>Name:</i>	ROTORK OVERSEAS LIMITED

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Charity Commission Receiver and Manager, CIC Manager, Judicial Factor.





Companies House

COMPANY NAME: BIFOLD GROUP LIMITED

COMPANY NUMBER: 06186844

A second filed AR01 was registered on 24/02/2016