

SH01

Return of allotment of shares

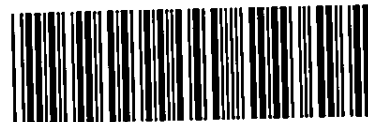


You can use the WebFiling service to file this form online.
Please go to www.companieshouse.gov.uk

☒ **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 subscrip
on formation of the company or
for an allotment of a new class o
shares by an unlimited company

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COMPANIES HOUSE

1 Company details

Company number 0 6 2 8 5 9 8 2

Company name in full Utopia Bathroom Group 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 d0 d9 m1 m2 y2 y0 y0 y9

To Date d0 d9 m1 m2 y2 y0 y0 y9

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.

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)	Amount (if any) unpaid (including share premium)
D Ordinary Shares	Pound Sterling	16,821,277	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.

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 the 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
A Ordinary Shares	£1.00	£0.00	247500	£ 247,500.00
B Ordinary Shares	£1.00	£0.00	214500	£ 214,500.00
D Ordinary Shares	£1.00	£0.00	16821277	£ 16,821,277.00
Preferred Ordinary Shares	£1.23	£0.00	7250000	£ 7,250,000.00
Totals			24533277	£ 24,533,277.00

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 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				

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	24,533,277
Total aggregate nominal value ④	£24,533,277

④ Total aggregate nominal value
Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.

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

Please see continuation sheets 1, 2, 3 and 4

Prescribed particulars

Please see continuation sheets 1, 2, 3 and 4

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 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 *Janne Bache* 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.

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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 **Mark Gibson (Corp: 4731007)**

Company name
Cobbetts LLP

Address **One Colmore Square**

Post town **Birmingham**

County/Region **West Midlands**

Postcode **B 4 6 A J**

Country **England**

DX **DX 716703 Birmingham 43**

Telephone **0845 404 2404**



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,
First Floor, Waterfront Plaza, 8 Laganbank Road,
Belfast, Northern Ireland, BT1 3BS.
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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Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	D Ordinary Shares (CONTINUATION SHEET 4)
Prescribed particulars	<p>No right to attend or vote at any general meeting of the Company. No right to a dividend. Capital rights:</p> <ol style="list-style-type: none"> 1 first in redeeming at nominal value all of the Preferred Ordinary Shares; 2 next in paying to the holders of the Preferred Ordinary Shares (pari passu as a class) a distribution in the sum of £50,000; 3 next in paying to the holder of the A Ordinary Shares a sum equal to any arrears or accruals of the dividends on the A Ordinary Shares calculated down to the date of the return of capital; 4 next in paying to the holder of the A Ordinary Shares a sum equal to the Subscription Price for each such share; 5 next in paying to the holders of the B Ordinary Shares a sum equal to the Subscription Price for each such share and ratably amongst them; 6 the balance of such assets up to £80,000,000 shall be distributed amongst the holders of the A Ordinary Shares and B Ordinary Shares (pari passu as if the same constituted one class of share); 7 next in paying to the holders of the D Ordinary Shares the sum of £1 per share; and 8 the balance of such assets shall be distributed amongst the holders of the A Ordinary Shares and B Ordinary Shares (pari passu as if the same constituted one class of share).

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

Class of share	A Ordinary Shares (CONTINUATION SHEET 1)	
Prescribed particulars	<p>1 vote per share</p> <p>Dividend rights: 45% of all dividends declared</p> <p>Capital rights:</p> <ol style="list-style-type: none"> 1 first in redeeming at nominal value all of the Preferred Ordinary Shares; 2 next in paying to the holders of the Preferred Ordinary Shares (pari passu as a class) a distribution in the sum of £50,000; 3 next in paying to the holder of the A Ordinary Shares a sum equal to any arrears or accruals of the dividends on the A Ordinary Shares calculated down to the date of the return of capital; 4 next in paying to the holder of the A Ordinary Shares a sum equal to the Subscription Price for each such share; 5 next in paying to the holders of the B Ordinary Shares a sum equal to the Subscription Price for each such share and ratably amongst them; 6 the balance of such assets up to £80,000,000 shall be distributed amongst the holders of the A Ordinary Shares and B Ordinary Shares (pari passu as if the same constituted one class of share); 7 next in paying to the holders of the D Ordinary Shares the sum of £1 per share; 8 the balance of such assets shall be distributed amongst the holders of the A Ordinary Shares and B Ordinary Shares (pari passu as if the same constituted one class of share). 	

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

Class of share	B Ordinary Shares (CONTINUATION SHEET 2)
Prescribed particulars	<p>1 vote per share. Dividend rights: 55% of all dividends declared. Capital rights:</p> <ol style="list-style-type: none"> 1 first in redeeming at nominal value all of the Preferred Ordinary Shares; 2 next in paying to the holders of the Preferred Ordinary Shares (pari passu as a class) a distribution in the sum of £50,000; 3 next in paying to the holder of the A Ordinary Shares a sum equal to any arrears or accruals of the dividends on the A Ordinary Shares calculated down to the date of the return of capital; 4 next in paying to the holder of the A Ordinary Shares a sum equal to the Subscription Price for each such share; 5 next in paying to the holders of the B Ordinary Shares a sum equal to the Subscription Price for each such share and ratably amongst them; 6 the balance of such assets up to £80,000,000 shall be distributed amongst the holders of the A Ordinary Shares and B Ordinary Shares (pari passu as if the same constituted one class of share); 7 next in paying to the holders of the D Ordinary Shares the sum of £1 per share; 8 the balance of such assets shall be distributed amongst the holders of the A Ordinary Shares and B Ordinary Shares (pari passu as if the same constituted one class of share).

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

Class of share	Preferred Ordinary Shares (CONTINUATION SHEET 3)	
Prescribed particulars	<p>No right to attend or vote at any general meeting of the Company. No right to a dividend. Capital rights:</p> <ol style="list-style-type: none"> 1 first in redeeming at nominal value all of the Preferred Ordinary Shares; 2 next in paying to the holders of the Preferred Ordinary Shares (pari passu as a class) a distribution in the sum of £50,000; 3 next in paying to the holder of the A Ordinary Shares a sum equal to any arrears or accruals of the dividends on the A Ordinary Shares calculated down to the date of the return of capital; 4 next in paying to the holder of the A Ordinary Shares a sum equal to the Subscription Price for each such share; 5 next in paying to the holders of the B Ordinary Shares a sum equal to the Subscription Price for each such share and ratably amongst them; 6 the balance of such assets up to £80,000,000 shall be distributed amongst the holders of the A Ordinary Shares and B Ordinary Shares (pari passu as if the same constituted one class of share); 7 next in paying to the holders of the D Ordinary Shares the sum of £1 per share; 8 the balance of such assets shall be distributed amongst the holders of the A Ordinary Shares and B Ordinary Shares (pari passu as if the same constituted one class of share). 	