

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

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01/05/2015

#146

COMPANIES HOUSE

1 Company details

Company number 0 6 6 9 5 2 9 3

Company name in full STUFF OF LIFE LIMITED

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 d 3 d 0 m 0 m 3 y 2 y 0 y 1 y 5

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
PREFERENCE		250,000	£1.00	£1.00	

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)

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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	£1,200	£0.00	1,200	£ 1200 00
A ORDINARY	£750.00	£0.00	534	£ 534 00
ORDINARY	£594.75	£0.00	504	£ 504 00
Total from continuation sheet			250033	£ 250033 00
Totals			252271	£ 252271 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		④ Total aggregate nominal value Please list total aggregate values in different currencies separately. For example £100 + €100 + \$10 etc.
Total number of shares	252,271	
Total aggregate nominal value ④	£252,271 00	

① Including both the nominal value and any share premium

② 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

③ Total number of issued shares in this class

Statement of capital

Please complete the table below to show any class of shares held in other currencies. Please complete a separate table for each currency.

[illegible]

① Including both the nominal value and any share premium

① E.g. Number of shares issued multiplied by nominal value of each share

② Total number of issued shares in this class

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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 .		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
Class of share	ORDINARY	
Prescribed particulars ①	SEE ANNEXURE	
Class of share	A ORDINARY	
Prescribed particulars ①	SEE ANNEXURE	
Class of share		
Prescribed particulars ①		

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Signature

I am signing this form on behalf of the company		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
Signature	Signature 	
This form may be signed by Director ② Secretary, Person authorised ③ Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager		

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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
Stephen Hadlow

Company name
Turner Parkinson LLP

Address
Hollins Chambers

64a Bridge Street

Post town
Manchester

County/Region
Greater Manchester

Postcode
M 3 3 B A

Country
United Kingdom

DX
14373, Manchester

Telephone
0161 8331212

Checklist

We may return 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 NR Belfast 1

Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquires@companieshouse.gov.uk

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

Stuff of Life Limited

Company number: 6695293

SH01 Annexure

Ordinary Shares

- 1 Each Ordinary Share carries one vote and is not redeemable.
- 2 After payment of the Preference Dividend (as defined below) any further Available Profits which the Company may determine to distribute in respect of any financial year will be distributed among the holders of the Ordinary Shares and the A Ordinary Shares (pari passu as if they constituted Shares of the same class) pro rata to their respective holdings of such shares.
- 3 On a return of assets on a liquidation or a return of capital or otherwise, the assets of the Company remaining after the payment of its liabilities shall be distributed as follows:
 - first in paying to the holders of the Preference Shares the Issue Price paid for the Preference Shares together with any Arrears and to the previous holders of Preference Shares which have been converted pursuant to Article 5 of the Company's articles of association a sum equivalent to the Issue Price of such converted Preference Shares (as if they constituted one class of payee),
 - second in paying to the holders of the A Ordinary Shares the Issue Price paid for the A Ordinary Shares together with any Arrears,
 - third in paying the sum of £0 00001 to the holders of the Deferred Shares; and
 - the balance (if any) of such assets shall be distributed amongst the holders of the A Ordinary Shares and the Ordinary Shares pari passu as if the same constituted one class of share.

A Ordinary Shares

- 1 Each A Ordinary Share carries one vote and is not redeemable.
- 2 After payment of the Preference Dividend (as defined below) any further Available Profits which the Company may determine to distribute in respect of any financial year will be distributed among the holders of the Ordinary Shares and the A Ordinary Shares (pari passu as if they constituted Shares of the same class) pro rata to their respective holdings of such shares
- 3 On a return of assets on a liquidation or a return of capital or otherwise, the assets of the Company remaining after the payment of its liabilities shall be distributed as follows
 - first in paying to the holders of the Preference Shares the Issue Price paid for the Preference Shares together with any Arrears and to the previous holders of Preference Shares which have been converted pursuant to Article 5 of the Company's articles of association a sum equivalent to the Issue Price of such converted Preference Shares (as if they constituted one class of payee);
 - second in paying to the holders of the A Ordinary Shares the Issue Price paid for the A Ordinary Shares together with any Arrears;
 - third in paying the sum of £0.00001 to the holders of the Deferred Shares, and
 - the balance (if any) of such assets shall be distributed amongst the holders of the A Ordinary Shares and the Ordinary Shares pari passu as if the same constituted one class of share.

Preference Shares

- 1 The holders of the Preference Shares have no entitlement to vote
- 2 The Company shall, without need for a resolution of the Directors, or the Company in general meeting and before application of any Available Profits to reserves or for any other purpose, pay in respect of each Preference Share a fixed, cumulative preferential dividend ("**Preference Dividend**") at the annual rates set out below to the person registered as its holder, which dividend shall accrue daily and be calculated on the basis of a 365 day year on the due date:
 - for the period 1 November 2015 to 31 October 2016, an annual rate of 50% (net) of the Issue Price of each Preference Share held, and
 - from 1 November 2016, an annual rate of 20% (net) of the aggregate sum of the Issue Price of each Preference Share held, and any unpaid accruals and Arrears thereon.
- 3 On a return of assets on a liquidation or a return of capital or otherwise, the assets of the Company remaining after the payment of its liabilities shall be distributed as follows:
 - first in paying to the holders of the Preference Shares the Issue Price paid for the Preference Shares together with any Arrears and to the previous holders of Preference Shares which have been converted pursuant to article 5 of the Company's articles of association a sum equivalent to the Issue Price of such converted Preference Shares (as if they constituted one class of payee),
 - second in paying to the holders of the A Ordinary Shares the Issue Price paid for the A Ordinary Shares together with any Arrears;
 - third in paying the sum of £0.00001 to the holders of the Deferred Shares; and
 - the balance (if any) of such assets shall be distributed amongst the holders of the A Ordinary Shares and the Ordinary Shares *pari passu* as if the same constituted one class of share.
- 4 The holders of the Preference Shares shall require the Company to redeem some or all of the Preference Shares at any time by sending written notice of the same (a "**Redemption Notice**") to the Company specifying the particular Preference Shares to be redeemed and the date fixed for redemption. The Company is only obliged to redeem such number of Preference Shares ("**Lawfully Redeemable Preference Shares**") as it is lawfully able out of Available Profits, and, where the Company has insufficient Available Profits to redeem all the Preference Shares specified in the Redemption Notice, the Redemption Notice shall be deemed to be amended such that it relates only to the Lawfully Redeemable Preference Shares

Definitions

"**Arrears**" means all arrears, accruals and deficiencies of any dividend or other sums payable in respect of the relevant share whether or not earned or declared and irrespective of whether or not the Company has had, at any time, sufficient distributable profits to pay such dividend or sums, together with all interest and other amounts payable thereon.

"**Available Profits**" means profits available for distribution within the meaning of section 830 of Companies Act 2006

"**Deferred Shares**" means deferred shares of £0.00001 each in the capital of the Company.

"**Issue Price**" means in relation to any share, the amount paid up or credited as paid up on it (including the full amount of any premium at which such share was issued whether or not such premium is applied for any purpose after that)