

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 on
formation of the company
for an allotment of a new
share by an unlimited

FRIDAY



A51 28/05/2010 99
COMPANIES HOUSE

1 Company details

Company number 07111190

Company name in full Ingleby (1837) 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 1 d 9 m 0 m 5 y 2 y 0 y 1 y 0
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

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)
A1 ORDINARY		40,000	0 20	40,000 00	
A2 ORDINARY		160,000	0 20	160,000 00	
ORDINARY		51,611	1 00	51,611 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
A1 ORDINARY	£1 00		40000	£ 8,000 00
A2 ORDINARY	£1 00		160000	£ 32,000 00
ORDINARY	£1 00		51613	£ 51,613 00
			0	£
Totals			251613	£ 91,613 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			
Total aggregate nominal value ④			

① Including both the nominal value and any share premium

③ E g Number of shares issued multiplied by nominal value of each share

② 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

A1 ORDINARY

Prescribed particulars

1

Dividend participation

The Board may at its discretion and with Investor Approval pay dividends on the Shares (pari passu as if the Ordinary Shares and the A1 and A2 Ordinary Shares constituted one class of share)

See continuation sheet

Class of share

A2 ORDINARY

Prescribed particulars

1

Dividend participation

The Board may at its discretion and with Investor Approval pay dividends on the Shares (pari passu as if the Ordinary Shares and the A1 and A2 Ordinary Shares constituted one class of share)

See continuation sheet

Class of share

ORDINARY

Prescribed particulars

1

Dividend participation

The Board may at its discretion and with Investor Approval pay dividends on the Shares (pari passu as if the Ordinary Shares and the A1 and A2 Ordinary Shares constituted one class of share)

See continuation sheet

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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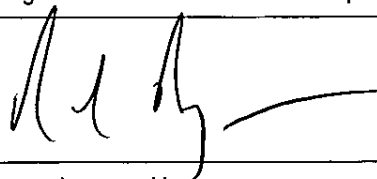
Signature

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, 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 Rudi Pickup

Company name Wragge & Co LLP

Address 3 Waterhouse Square

142 Holborn

Post town London

County/Region

Postcode E C I N 2 S W

Country United Kingdom

DX DX 155790 BLOOMSBURY 8

Telephone 08709031000



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



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



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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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	ORDINARY	
Prescribed particulars	<p><u>Voting Rights</u> The Ordinary Shares shall confer on each holder thereof (in that capacity) the right to receive notice of and to attend, speak and vote at all general meetings of the Company</p> <p><u>Capital Participation Rights</u> As regards 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 (including any interest payable pursuant to article 3 1 5) shall be applied first in paying to the holders of the A Ordinary Shares an amount equal to the subscription price (inclusive of any premium) paid for such shares, next and subject thereto, in paying to the holders of the Ordinary Shares an amount equal to the subscription price (inclusive of any premium) paid for such shares, and subject thereto, the balance of such assets shall belong to and be distributed amongst the holders of the Ordinary Shares and the A Ordinary Shares (pari passu as if the same constituted one class of share)</p> <p><u>Redemption Rights</u> The Ordinary Shares are not redeemable</p>	

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

Class of share	A1 ORDINARY
Prescribed particulars	<p><u>Voting Rights</u></p> <p>The A1 Ordinary Shares shall confer on each holder thereof (in that capacity) the right to receive notice of and to attend, speak and vote at all general meetings of the Company. In the event that</p> <p>(a) all or any part of the principal amount of the Loan Notes, or any interest thereon, has become due for repayment or payment and has not been paid in full, or</p> <p>(b) an event of default or potential event of default has occurred under the Facilities Agreement or any debenture of the Company or any other Group Company, which breach (if capable of remedy) has not been remedied within seven days of notice to the Company from an Investor Majority requiring it to be remedied, or</p> <p>(c) (in the opinion of an Investor Majority) either (i) the working capital of the Group is prejudiced to such an extent that either (A) the Group is likely to require additional funding so as to preserve a reasonable and prudent working capital position or (B) there is a probability that the Group will commit a breach of any cash related covenant arising pursuant to the Facilities Agreement, or (ii) there is a probability that the Group will commit a breach of any of the other financial covenants in the Facilities Agreement, or</p> <p>(d) a breach has occurred of the Shareholders Agreement or these Articles other than by a holder of A Ordinary Shares, which breach (if capable of remedy) has not been remedied within seven days of notice to the Company from an Investor Majority requiring it to be remedied, or</p> <p>(e) the Group fails in any 3 month rolling period to achieve in excess of 85% of either the target earnings before interest, tax, depreciation and amortisation or the target cash flow as reasonably determined by the Investor Majority by reference to the then most recent management accounts of the relevant Group Company delivered to the Investors,</p> <p>then, each holder of A1 Ordinary Shares shall (after becoming aware of the circumstances giving rise to the rights set out in article 3.3.3 and an Investor Majority having served notice upon the company secretary that additional votes are to be exercised) 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 A1 Ordinary Share of which it is the holder as shall confer upon the A1 Ordinary Shares as a class ninety five per cent 95% of the total voting rights of all Shares at the relevant time</p> <p><u>Capital Participation Rights</u></p> <p>As regards 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 (including any interest payable pursuant to article 3.1.5) shall be applied first in paying to the holders of the A Ordinary Shares an amount equal to the subscription price (inclusive of any premium) paid for such shares, next and subject thereto, in paying to the holders of the Ordinary Shares an amount equal to the subscription price (inclusive of any premium) paid for such shares, and subject thereto, the balance of such assets shall belong to and be distributed amongst the holders of the Ordinary Shares and the A Ordinary Shares (pari passu as if the same constituted one class of share)</p> <p><u>Redemption Rights</u></p> <p>The A1 Ordinary Shares are not redeemable</p>

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

Class of share	A2 ORDINARY
Prescribed particulars	<p><u>Voting Rights</u></p> <p>The A2 Ordinary Shares shall not subject to article 3 5 2 confer on any holder thereof the right to attend, speak or vote at any general meeting of the Company</p> <p><u>Capital Participation Rights</u></p> <p>As regards 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 (including any interest payable pursuant to article 3 1 5) shall be applied first in paying to the holders of the A Ordinary Shares an amount equal to the subscription price (inclusive of any premium) paid for such shares, next and subject thereto, in paying to the holders of the Ordinary Shares an amount equal to the subscription price (inclusive of any premium) paid for such shares, and subject thereto, the balance of such assets shall belong to and be distributed amongst the holders of the Ordinary Shares and the A Ordinary Shares (pari passu as if the same constituted one class of share)</p> <p><u>Redemption Rights</u></p> <p>The A2 Ordinary Shares are not redeemable</p>