

SH01

Return of allotment of shares

BLUEPRINT**2000**

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

FRIDAY

A20RKUYR

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25/01/2013

#297

COMPANIES HOUSE

1 Company details

Company number 0 8 1 9 3 0 7 7

Company name in full Socrates Technology 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

From Date 1 0 0 9 2 0 1 2

To Date

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)

Currency

If currency details are not completed
we will assume currency is in pound
sterling

Class of shares (Eg Ordinary/Preference etc)	Currency	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	GBP	7,581,924	1.00	1.00	0.00
A Shares	GBP	75	0.01	0.01	0.00
B Shares	GBP	24	0.01	0.01	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

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 ●	Amount (if any) unpaid on each share ●	Number of shares ●	Aggregate nominal value ●
A Shares	0.01	0.00	76	£ 0.76
B Shares	0.01	0.00	24	£ 0.24
Preference	1.00	0.00	7,581,924	£ 7,581,924.00
				£
Totals			7,582,024	£ 7,581,925.00

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 ●	Amount (if any) unpaid on each share ●	Number of shares ●	Aggregate nominal value ●
Totals				

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ●	Amount (if any) unpaid on each share ●	Number of shares ●	Aggregate nominal value ●
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

Total aggregate nominal value ●

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

- Including both the nominal value and any share premium
- Total number of issued shares in this class

- 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

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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	£0 01 A Shares
Prescribed particulars	See attached schedule
Class of share	£0 01 B Shares
Prescribed particulars	See attached schedule
Class of share	£1 00 Preference
Prescribed particulars	See attached schedule

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, Secretary, Person authorised, Administrator, Administrative receiver,
Receiver, Receiver manager, CIC manager

Societas Europaea

If the form is being led on behalf of a Societas Europaea (SE) please delete 'director' and insert details of which organ of the SE the person signing has membership

Person authorised

Under either section 270 or 274 of the Companies Act 2006

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	£0.01 A Shares	
Prescribed particulars	<p>The rights attached to the A shares are as follows</p> <p>Dividends Subject always to the prior payment of the preference dividend, any remaining profits which the company determines to distribute in respect of any financial year shall be applied in distributing the balance of such profits in such amounts as the directors may determine, but so that a dividend payment on one class of shares shall not give rise to an entitlement on any other class</p> <p>Capital On a return of capital whether on liquidation or capital reduction or otherwise, the surplus assets of the company remaining after the payment of its liabilities shall be applied, subject to the payment of all amounts payable to the holders of the preference shares pursuant to the company's articles.</p> <p>(a) in paying to each holder of A shares, first, any dividends thereon which have been declared but are unpaid and, secondly, an amount equal to the issue price of each A share held by him, and (b) thereafter, in distributing the balance of such assets amongst the holders of the A shares and the B shares (pari passu as if they constituted one class of share) in proportion to the numbers of the A shares and the B shares held by them respectively</p> <p>Voting All A shares together shall represent 80% of votes cast on a poll vote on any resolution of the company. Each holder of A shares shall be entitled to receive notice of and to attend and speak at any general meetings of the company and a holder of A shares who is present in person or by proxy or shall, on a show of hands, have one vote each, and, on a poll, shall have such percentage of votes as is calculated in accordance with the following formula $A = B/C \times 80\%$ Where A = percentage of votes B = number of A shares held by the relevant shareholder C = the total number of A shares in issue</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	£0 01 B Shares	
Prescribed particulars	<p>The rights attached to the B shares are as follows</p> <p>Dividends Subject always to the prior payment of the preference dividend, any remaining profits which the company determines to distribute in respect of any financial year shall be applied in distributing the balance of such profits in such amounts as the directors may determine, but so that a dividend payment on one class of shares shall not give rise to an entitlement on any other class</p> <p>Capital On a return of capital whether on liquidation or capital reduction or otherwise, the surplus assets of the company remaining after the payment of its liabilities shall be applied, subject to the payment of all amounts payable to (i) the holders of the preference shares and (ii) the holders of the A shares pursuant to the company's articles. (a) in paying to each holder of B shares, first, any dividends thereon which have been declared but are unpaid and, secondly, an amount equal to the issue price of each B share held by him, and (b) thereafter, in distributing the balance of such assets amongst the holders of the A shares and the B shares (pari passu as if they constituted one class of share) in proportion to the numbers of the A shares and the B shares held by them respectively</p> <p>Voting All B shares together shall represent 20% of votes cast on a poll vote on any resolution of the company. Each holder of B shares shall be entitled to receive notice of and to attend and speak at any general meetings of the company and a holder of B shares who is present in person or by proxy shall, on a show of hands, have one vote each, and, on a poll, shall have such percentage of votes as is calculated in accordance with the following formula $A = B/C \times 20\%$ Where A = percentage of votes B = number of B shares held by the relevant shareholder C = the total number of B shares in issue</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	£1 00 Preference	
Prescribed particulars	<p>The rights attached to the preference shares ("pref shares") are as follows</p> <p>Dividends The pref shares shall confer upon each of their holders the right to receive, in priority to the holders of any other class of shares, a fixed cumulative net cash dividend at the rate of 10% per annum on the issue price of the pref shares held by that holder (the "pref dividend") The pref dividend shall accrue on a daily basis from & including the date of issue of the pref shares down to & including the date on which any such pref shares are cancelled following a reduction of capital Subject to the Companies Act 2006 (the "Act"), the pref dividend shall be paid twice a year in arrears on 1st March & 1st September in each year Unless the company (the "co") is prohibited from paying dividends by the Act, the pref dividend shall (notwithstanding any other provision of the co's articles of association (the "co's articles") & in particular notwithstanding that there has not been a recommendation of the board or directors or resolution of the co in general meeting ("GM") be paid immediately on the due date & if not so paid shall be a debt due by the co & be payable in priority to any later pref dividend If the co fails to pay the pref dividend on a date specified in the co's articles (irrespective of whether such payment is prohibited by the Act), the dividend shall be increased from that date until payment by an additional amount calculated at the rate of 3% per annum above the base rate of The Bank of England from time to time, compounded on 1 January & 1 June in each year on the amount unpaid</p> <p>Where the co is prohibited by the Act from paying in full any pref dividend on any date specified in the co's articles, then in respect of any pref dividend which would otherwise require to be paid pursuant to the co's articles on that date</p> <p>(a) the co shall pay, on that date, to the holders of the pref shares on account of the pref dividend the maximum sum (if any) which can then consistently with the Act, be paid by the co, &</p> <p>(b) as soon as the co is no longer prohibited from doing so, the co shall, in respect of the pref shares pay on account of the balance of the pref dividend for the time being remaining outstanding, & until all arrears, accruals & deficiencies of the pref dividend have been paid in full, the maximum amount of pref dividend which can, consistently with the Act, properly be paid by the co at that time</p> <p>For the avoidance of doubt the pref dividend shall be paid at the rate mentioned above together with (& not exclusive of) the imputed tax credit at the rate prevailing from time to time</p> <p>Capital On a return of capital whether on liquidation or capital reduction or otherwise, the surplus assets of the co remaining after the payment of its liabilities shall be applied</p> <p>(a) first in paying to each holder of pref shares,</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	£1.00 Preference (Continued)	
Prescribed particulars	<p>in priority to the holders of any other class of share (1) a sum equal to all unpaid arrears, accruals & deficiencies of the pref dividend on the pref shares held by him, calculated down to & including the date the return of capital is made (such arrears, accruals & deficiencies being payable irrespective of whether the pref dividend has been earned or declared or become due & payable in accordance with the co's articles), & (11) an amount equal to the issue price of all the pref shares held by him, &</p> <p>(b) thereafter, subject to the payment of all amounts payable to the holders of the pref shares pursuant to the co's articles, in distributing the balance of such assets amongst the holders of the A shares & the B shares (pari passu as if they constituted one class of share) in proportion to the numbers of the A shares & the B shares held by them respectively</p> <p>Voting The holders of the pref shares shall be entitled to receive notice of & to attend & speak at any GM of the co They shall not by virtue of such holding be entitled to vote on any resolution at any GM of the co</p>	

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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	Vivienne Holyoake
Company name	Charles Russell LLP
Address	5 Fleet Place
Post town	LONDON
County/Region	
Postcode	E C 4 M 7 R D
Country	United Kingdom
DX	19 Chancery Lane/London
Telephone	020 7203 5000

**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,
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.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