

# SH01

## Return of allotment of shares



You can use the WebFiling service to file this form online.  
Please go to [www.companieshouse.gov.uk](http://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**  
You cannot use this form  
notice of shares taken by  
on formation of the comp  
for an allotment of a new  
shares by an unlimited c

WEDNESDAY



LD3 19/12/2012 #14  
COMPANIES HOUSE

### 1 Company details

Company number 0 8 3 1 8 5 5 8  
Company name in full Sage Holding Company 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 d1 d9 m1 m2 y2 y0 y1 y2  
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<br>(E.g. Ordinary/Preference etc.) | Currency ② | Number of shares<br>allotted | Nominal value of<br>each share | Amount paid<br>(including share<br>premium) on each<br>share | Amount (if any)<br>unpaid (including<br>share premium) on<br>each share |
|--|------------|------------------------------|--------------------------------|--|---|
| Ordinary shares                                    | £          | 2,058,200,001                | 1 00                           | 1 00   |   |
| Ordinary shares                                    | £          | 941,700,000                  | 1 00                           | 1.1362   |   |
|  |            |                              |                                | 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)

The shares were allotted as consideration for the transfer by Sage Group plc of its shareholding in the following companies Sagesoft, Sage (UK) Limited, Sage Online Holdings Limited, Sage Brazilian Investment One Limited, Sage Brazilian Investment Two Limited, Sage Overseas Limited, Sage Schweiz AG, Sage Software GmbH, Sage sp z o o , Sage Software Australia Pty Limited, Sage Far East Investments Limited and Sage Software Asia Pte Limited

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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<br>(E.g. Ordinary/Preference etc.) | Amount paid up on<br>each share ① | Amount (if any) unpaid<br>on each share ① | Number of shares ② | Aggregate nominal value ③ |
|--|-----------------------------------|---|--------------------|---------------------------|
| Ordinary   | 1 00                              |   | 2,058,200,002      | £2,058,200,002            |
| Ordinary   | 1 1362                            |   | 941,700,000        | £1,069,959,967 84         |
|  | 0 00                              |   | 0                  | £ 0 00                    |
|  |                                   |   | 0                  | £ 0 00                    |
| <b>Totals</b>                                      |                                   |   | 2,999,900,002      | £3,128,159,969 84         |

**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<br>(E.g. Ordinary / Preference etc.) | Amount paid up on<br>each share ① | Amount (if any) unpaid<br>on each share ① | Number of shares ② | Aggregate nominal value ③ |
|---------------|--|-----------------------------------|---|--------------------|---------------------------|
|               |  |                                   |   |                    |                           |
|               |  |                                   |   |                    |                           |
|               |  |                                   |   |                    |                           |
| <b>Totals</b> |  |                                   |   |                    |                           |

| Currency      | Class of shares<br>(E.g. Ordinary/Preference etc.) | Amount paid up on<br>each share ① | Amount (if any) unpaid<br>on each share ① | Number of shares ② | Aggregate nominal value ③ |
|---------------|--|-----------------------------------|---|--------------------|---------------------------|
|               |  |                                   |   |                    |                           |
|               |  |                                   |   |                    |                           |
|               |  |                                   |   |                    |                           |
| <b>Totals</b> |  |                                   |   |                    |                           |

**6 Statement of capital (Totals)**

|  |  |   |
|--|--|---|
| Please give the total number of shares and total aggregate nominal value of issued share capital |  | <b>④ Total aggregate nominal value</b><br>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

Ordinary Shares

Prescribed particulars  
①

2,058,200,002 ordinary shares of £1 each, fully paid, carrying one vote per share, entitled to participate equally in dividends and, if the company is wound up, share in the proceeds of the company after all the debts have been paid

Class of share

Ordinary Shares

Prescribed particulars  
①

941,700,000 ordinary shares of £1 each with a premium of 0.1362p per share, fully paid, carrying one vote per share, entitled to participate equally in dividends and, if the company is wound up, share in the proceeds of the company after all the debts have been paid

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

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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 James C Norris

Company name Allen & Overy LLP

Address One Bishops Square

Post town London

County/Region

Postcode E 1 6 A D

Country

DX

Telephone 020 3088 2403



### 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](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk)

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