

SH01

Return of allotment of shares



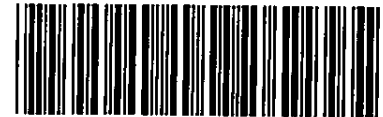
You can use the WebFiling service to file this form online

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

THURSDAY



A26J4T08

A22

18/04/2013

#268

COMPANIES HOUSE

1 Company details

Company number

Company name in full

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

To Date

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
Ordinary	GBP	9,815,999	£1.00	£1.00	£0.00
Deferred	GBP	1	£1.00	£25,184,001	£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)

An aggregate of 9,815,999 ordinary shares were allotted at par in consideration for the transfer to the company of 3,272,000 ordinary shares of £1.00 each in the capital of Thatchers Holdings Limited.

One deferred share was allotted as part of the capitalisation of the company's merger reserve.

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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 00	£0.00	9,816,000	£ 9816000.00
Deferred	£25,184,001	£0.00	1	£ 1.00
				£
				£
Totals			9816001	£ 9816001.00

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	9,816,001
Total aggregate nominal value ⁽⁴⁾	£9,816,001 00

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

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	
Prescribed particulars ①	See continuation sheet	<p>1 Prescribed particulars of rights attached to shares</p> <p>The particulars are</p> <ul style="list-style-type: none"> 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 <p>A separate table must be used for each class of share</p> <p>Continuation page Please use a Statement of Capital continuation page if necessary</p>
Class of share	Deferred	
Prescribed particulars ①	<p>The rights of the deferred shares are as follows:</p> <p>(a) Voting: The holders of the deferred shares have no voting rights.</p> <p>(b) Dividends: The deferred shares shall have no right to dividends or other distributions.</p> <p>(c) Return of capital: On a return of capital on a winding-up or otherwise, each holder of deferred shares is entitled to receive a sum of one penny for all deferred shares held in such holder's name.</p> <p>(d) Redemption The deferred shares are not redeemable.</p>	
Class of share		
Prescribed particulars ①		

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Signature

	I am signing this form on behalf of the company		
Signature	<p>Signature</p> <p>X M. Thutla X</p>	<p>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</p>	
	<p>This form may be signed by Director, Secretary, Person authorised, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager</p>		<p>3 Person authorised Under either section 270 or 274 of the Companies Act 2006</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

Jamie Heatly

Company name

Osborne Clarke

Address

2 Temple Back East

Temple Quay

Post town

Bristol

County/Region

Postcode

B S 1 6 E G

Country

United Kingdom

DX

DX 7818 Bristol

Telephone

0117 917 3536



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 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

SH01 - continuation page

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

Class of share	Ordinary	
Prescribed particulars	<p>The following words have the following meanings:</p> <p>"A Ordinary Shares" means the A ordinary shares of £1 00 each in the capital of Thatchers (Myrtle Farm) Limited from time to time and "A Ordinary Shareholder" shall be construed accordingly,</p> <p>"Ordinary Shares" means the ordinary shares of £1.00 each in the capital of Thatchers (Myrtle Farm) Limited from time to time and "Ordinary Shareholder" shall be construed accordingly, and</p> <p>"Shares" means the A Ordinary Shares and the Ordinary Shares</p> <p>The rights of the Ordinary Shares are as follows</p> <p>(a) The Ordinary Shares have attached to them full voting and capital distribution (including on winding up) rights They do not confer any rights of redemption.</p> <p>(b) If a dividend is declared by the board, the profits of the company available for distribution shall be applied</p> <p>(i) first, in paying the A Ordinary Shareholders a dividend of such amount (which may, for the avoidance of doubt, be nil) as the board shall decide;</p> <p>(ii) secondly, in paying the Ordinary Shareholders a dividend of such amount (which may, for the avoidance of doubt, be nil) as the board shall decide; and</p> <p>(iii) thirdly, the balance of the profits available for distribution which are resolved to be distributed shall be distributed among the holders of the A Ordinary Shares and the holders of the Ordinary Shares pari passu as if they constituted one class of share pro rata to their existing holdings of Shares</p>	