

SH01

Return of allotment of shares



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www.gov.uk/companieshouse

✓ **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
for an allotment of a new class of
shares by an unlimited company.

WEDNESDAY



A27 *A7J00GJ5* #215
28/11/2018
COMPANIES HOUSE

1 Company details

Company number 0 8 5 2 0 1 1 8
Company name in full E (GAS AND ELECTRICITY) 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 d 2 d 6 m 1 m 1 y 2 y 0 y 1 y 8
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.

Currency ②	Class of shares (E.g. Ordinary/Preference etc.)	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	96	1.00	1.00	0.00
£	ORDINARY E	4	1.00	1.00	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

Complete the table(s) below to show the issued share capital at the date to which this return is made up.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

Please use a Statement of Capital continuation page if necessary.

Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	Number of shares	Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value	Total aggregate amount unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium
Currency table A				
£	ORDINARY	100	100.00	
£	ORDINARY E	4	4.00	
Totals		104	104.00	0

Currency table B

Totals				

Currency table C

Totals				

	Total number of shares	Total aggregate nominal value ①	Total aggregate amount unpaid ①
Totals (including continuation pages)	104	104	0

① Please list total aggregate values in different currencies separately.
For example: £100 + €100 + \$10 etc.

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5**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 share capital tables in **Section 4**.

Class of share

ORDINARY

Prescribed particulars

1

PLEASE SEE CONTINUATION SHEET.

Class of share

ORDINARY E

Prescribed particulars

1

PLEASE SEE CONTINUATION SHEET.

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.

A separate table must be used for each class of share.

Continuation page

Please use a Statement of Capital continuation page if necessary.

6**Signature**

I am signing this form on behalf of the company.

Signature

Signature

X

Paul Cooke

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

Class of share	ORDINARY
Prescribed particulars	<p>10. Share capital</p> <p>10.1 The share capital of the Company is divided into Ordinary Shares and Ordinary E Shares which, except as otherwise provided in these Articles, shall rank <i>pari passu</i> in all respects but shall constitute separate classes of shares.</p> <p>10.2 Each Ordinary Share shall: (a) on a show of hands or on a poll carry one vote; (b) carry the entitlement to participate in any income distribution made in respect of the Ordinary Shares; and (c) subject to article 11, carry the entitlement to participate in any return of capital or other capital distribution (including on a winding up).</p> <p>10.3 Each Ordinary E Share shall:</p> <p>(a) on a show of hands or on a poll carry one vote; (b) carry the entitlement to participate in any income distribution made in respect of the Ordinary E Shares; and (c) subject to article 11, carry the entitlement to participate in any return of capital or other capital distribution (including on a winding up).</p> <p>10.4 No share of any class nor any right to subscribe for or to convert any security into a share of any class shall be allotted or granted otherwise than to the holder of a share of that same class.</p> <p>10.5 On the transfer of any share as permitted by these Articles: (a) a share transferred to a non-shareholder shall remain of the same class as before the transfer; and (b) a share transferred to a shareholder shall automatically be re-designated on transfer as a share of the same class as those shares already held by the shareholder.</p> <p>10.6 If no shares of a class remain in issue at any time, these Articles shall be read as if they do not include any reference to that class or to any consents from, or attendance at any meeting or votes to be cast by, shareholders of that class.</p> <p>11. Return of share capital</p> <p>11.1 In the event of a Capital Distribution, the holders of the Ordinary Shares and the Ordinary E Shares shall be entitled to participate on the following basis (and in the following order of priority): (a) first, the holders of the Ordinary Shares shall be entitled to receive, <i>pro-rata</i> to their respective holdings, such part of the Capital Distribution as shall result in the holders of the Ordinary Shares together receiving an amount equal to the Hurdle Amount; and (b) second, the remainder of a Capital Distribution (if any) shall be distributed to the holders of the Ordinary Shares and the Ordinary E Shares (<i>pari passu</i>, as if the same constituted one class of shares), <i>pro-rata</i> to their respective holdings.</p> <p>11.2 In the event of an Exit, notwithstanding anything to the contrary in the terms and conditions governing such an Exit (unless all of the selling shareholders in the Company immediately prior to such an Exit have agreed to the contrary), the selling holders of shares (immediately prior to such an Exit) shall procure that the consideration (whenever received and in whatever form) shall be held by a trustee, or person nominated by the board of directors of the Company, and shall be distributed amongst such selling holders of shares in the same order of priority as set out in article 11.1 as if the date of such an Exit were deemed to be the date of the Capital Distribution for the purposes of this article 11, and as if the consideration for such an Exit represented all of the assets of the Company available for distribution to the holders of shares. In the event that an Exit takes the form of an Asset Sale, the Company shall procure that the proceeds of such Asset Sale (after payment of all liabilities) are distributed in accordance with this article 11 as soon as reasonably practicable following the completion of such Asset Sale. In the event of a partial Exit only (either by way of the sale of part of the business on an Asset Sale, or the sale of only some of the shares on a Sale or Public Offering), any future proceeds on a further Exit shall be distributed in the same manner.</p>

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

Class of share	ORDINARY E
Prescribed particulars	<p>10. Share capital</p> <p>10.1 The share capital of the Company is divided into Ordinary Shares and Ordinary E Shares which, except as otherwise provided in these Articles, shall rank <i>pari passu</i> in all respects but shall constitute <i>separate classes of shares</i>.</p> <p>10.2 Each Ordinary Share shall: (a) on a show of hands or on a poll carry one vote; (b) carry the entitlement to participate in any income distribution made in respect of the Ordinary Shares; and (c) subject to article 11, carry the entitlement to participate in any return of capital or other capital distribution (including on a winding up).</p> <p>10.3 Each Ordinary E Share shall:</p> <p>(a) on a show of hands or on a poll carry one vote; (b) carry the entitlement to participate in any income distribution made in respect of the Ordinary E Shares; and (c) subject to article 11, carry the entitlement to participate in any return of capital or other capital distribution (including on a winding up).</p> <p>10.4 No share of any class nor any right to subscribe for or to convert any security into a share of any class shall be allotted or granted otherwise than to the holder of a share of that same class.</p> <p>10.5 On the transfer of any share as permitted by these Articles: (a) a share transferred to a non-shareholder shall remain of the same class as before the transfer; and (b) a share transferred to a shareholder shall automatically be re-designated on transfer as a share of the same class as those shares already held by the shareholder.</p> <p>10.6 If no shares of a class remain in issue at any time, these Articles shall be read as if they do not include any reference to that class or to any consents from, or attendance at any meeting or votes to be cast by, shareholders of that class.</p> <p>11. Return of share capital</p> <p>11.1 In the event of a Capital Distribution, the holders of the Ordinary Shares and the Ordinary E Shares shall be entitled to participate on the following basis (and in the following order of priority): (a) first, the holders of the Ordinary Shares shall be entitled to receive, <i>pro-rata</i> to their respective holdings, such part of the Capital Distribution as shall result in the holders of the Ordinary Shares together receiving an amount equal to the Hurdle Amount; and (b) second, the remainder of a Capital Distribution (if any) shall be distributed to the holders of the Ordinary Shares and the Ordinary E Shares (<i>pari passu</i>, as if the same constituted one class of shares), <i>pro rata</i> to their respective holdings.</p> <p>11.2 In the event of an Exit, notwithstanding anything to the contrary in the terms and conditions governing such an Exit (unless all of the selling shareholders in the Company immediately prior to such an Exit have agreed to the contrary), the selling holders of shares (immediately prior to such an Exit) shall procure that the consideration (whenever received and in whatever form) shall be held by a trustee, or person nominated by the board of directors of the Company, and shall be distributed amongst such selling holders of shares in the same order of priority as set out in article 11.1 as if the date of such an Exit were deemed to be the date of the Capital Distribution for the purposes of this article 11, and as if the consideration for such an Exit represented all of the assets of the Company available for distribution to the holders of shares. In the event that an Exit takes the form of an Asset Sale, the Company shall procure that the proceeds of such Asset Sale (after payment of all liabilities) are distributed in accordance with this article 11 as soon as reasonably practicable following the completion of such Asset Sale. In the event of a partial Exit only (either by way of the sale of part of the business on an Asset Sale, or the sale of only some of the shares on a Sale or Public Offering), any future proceeds on a further Exit shall be distributed in the same manner.</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

Company name

Emms, Gilmore Liberson

Address Lancaster House

67 Newhall Street

Post town Birmingham

County/Region

Postcode

B

3

1

N

Q

Country

DX

Telephone 0121 314 0000

**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 relevant 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.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

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