

SH01

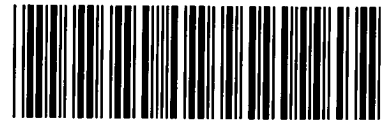
Return of allotment of shares

Go online to file this information
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 a company on formation of the company or for an allotment of a new class of shares by an unlimited company.

*AA5DA4VL*
A02 27/05/2021 #79
COMPANIES HOUSE**Company details**

Company number 0 8 5 2 7 7 7 3

Company name in full Bathurst Development Limited

Filling in this form

Please complete in typescript or in bold black capitals.

All fields are mandatory unless specified or indicated by *

Allotment datesFrom Date d 3 d 1 m 0 m 3 y 2 y 0 y 2 y 1
To Date d d m m y y y y**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.

Shares allottedPlease 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.

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
Sterling	Preference Shares	34,760,000	£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				
Sterling	Preference Shares	34,760,000	£34,760,000	
Sterling	Ordinary Shares	10,000	£10,000	
Totals		34,770,000	£34,770,000	0.00

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)		34,770,000	£34,770,000	0.00

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

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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 share capital tables in **Section 4**.

Class of share

Preference Shares

Prescribed particulars

①

1.1 Right to Dividend

- a. The Preference Shares shall entitle the holders thereof to resolve at any time, by simple majority, to require the Company, to the extent that the Company has distributable profits available for the purpose, to pay out of the profits of the Company to the holders of such Shares, a fixed preferential cash dividend at the rate of eight per cent. per annum on the amount for the time being paid up on the Preference Shares.

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

Class of share

Ordinary Shares

Prescribed particulars

①

The ordinary shares have attached to them full voting, dividend and capital distribution (including on winding up) rights; they do not confer any rights of redemption.

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

Continuation page

Please use a Statement of capital continuation page if necessary.

Class of share

Prescribed particulars

①

Signature

I am signing this form on behalf of the company.

Signature

Signature

X

Nigel Stone

X

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.

This form may be signed by:

Director, Secretary, Person authorised, Administrator, Administrative receiver, Receiver, Receiver manager, CIG manager.



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

Class of share	Preference Shares	
Prescribed particulars	<p>b. Dividends on the Preference Shares shall be deemed to accrue from day to day from the date of such resolution and shall be computed on the basis of a year of 365 days and the actual number of days elapsed, and shall not be cumulative.</p> <p>c. The holders of the Preference Shares may resolve at any time, by simple majority, to require the Company to cease payment of a dividend on the Preference Shares.</p> <p>1.2 Liquidation Preference</p> <p>On a return of assets on liquidation, capital reduction or otherwise (other than a conversion or purchase of Shares), the assets of the Company remaining after the payment of its liabilities shall be applied (to the extent that the Company is lawfully able to do so) in the following order of priority:</p> <p>a. first, in paying to the holders of the Preference Shares in respect of each Preference Share held, the amount of any dividend which has accrued on such Shares but which has not been paid;</p> <p>b. second, in paying to the holders of the Preference Shares in respect of each Preference Share held the Issue Price of that Preference Share and, if there is a shortfall of assets remaining to satisfy such payments in full, the proceeds shall be distributed to the holders of the Preference Shares pro rata to the aggregate amounts due under this Article 28 to each such Preference Share held; and</p> <p>c. third, in distributing the balance among the holders of the Ordinary Shares pro rata to the number of Ordinary Shares held by them.</p> <p>1.3 Share Sale and Disposal</p> <p>a. On a Share Sale, the Sale Proceeds shall be distributed in the order of priority set out in Article 28.2. The Directors shall not register any transfer of Shares if the Sale Proceeds are not distributed in that manner (save in respect of any Shares not sold in connection with that Share Sale) provided that, if the Sale Proceeds are not settled in their entirety upon completion of the Share Sale:</p> <p>i. the Directors may register the transfer of the relevant Shares, provided that the Sale Proceeds due on the date of completion of the Share Sale have been distributed in the order of priority set out in Article 28.2; and</p> <p>ii. each Shareholder shall take any reasonable action (to the extent lawful and within its control) required by a majority of the Ordinary Shareholders to ensure that the balance of the Sale Proceeds is distributed in the order of priority set out in Article 28.2.</p> <p>b. On a Disposal, the surplus assets of the Company remaining after payment of its liabilities shall be distributed (to the extent that the Company is lawfully permitted to do so) in the order of priority set out in Article 28.2, provided always that if it is not lawful for the Company to distribute its surplus assets in accordance with the provisions of these Articles, each Shareholder shall (to the extent lawful and within its control) take any reasonable action required by a majority of the Ordinary Shareholders (including, but without prejudice to the generality of this Article 28.3(b), such action as may be necessary to put the Company into voluntary liquidation so that Article 28.2 applies).</p>	



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

Class of share	Preference Shares
Prescribed particulars	<p>1.4 Redemption</p> <ul style="list-style-type: none"> a. Subject only to the Companies Act 2006, the holders of the Preference Shares may at any time redeem some or all of such Shares by giving not less than ten days' notice in writing to the Company specifying the number of Preference Shares which are to be redeemed and providing full details of the bank account of each Shareholder to which the Redemption Price is to be transferred. b. The holder of the Preference Shares shall send the share certificate(s) in respect of the Shares to be redeemed to the Company with the notice of redemption. c. Upon receipt of such a notice, the Company shall confirm the date on which the redemption shall take place or, if it be the case, that such redemption cannot lawfully take place without the funding being provided by a fresh issue of Shares made for the purpose of the redemption. d. If it lacks sufficient distributable profits to pay the Redemption Price, the Company shall use reasonable endeavours to procure the funding of the redemption through a fresh issue of Shares. e. On the date of the redemption, the Company shall transfer the Redemption Price to the specified bank account of the relevant Preference Shareholder. <p>1.5 Voting</p> <ul style="list-style-type: none"> a. The holders of the Preference Shares shall not be entitled to receive notice of or attend any general meeting of the Company or vote on any resolution of the Company in general meeting. b. Each Preference Share shall carry one vote at each meeting of the Preference Shareholders. c. The rights attaching to the Preference Shares may not be varied or diminished by the issue of any other class of share or variation of rights attaching to any other class of share, without the approval of the holders of at least seventy five per cent of the Preference Shares.

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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

Boodle Hatfield LLP

Address

240 Blackfriars Road

London

Post town

County/Region

Postcode

S E 1 8 N W

Country

DX

Telephone

020 7629 7411

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.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