

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
you on formation of the company
for an allotment of a new class of
shares by an unlimited company.

FRIDAY



A24 *A69O7Z08* #416
30/06/2017
COMPANIES HOUSE

1 Company details

Company number 08659981
Company name in full Pemberstone Ventures 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 2 3 0 6 2 0 1 7
To Date 2 3 0 6 2 0 1 7

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 C	404	0.10	0.10	0.00
£	Ordinary D	173	0.05	0.05	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)

SH01

Return of allotment of shares

4

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	Class of shares	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
Complete a separate table for each currency	E.g. Ordinary/Preference etc.			
Currency table A				
	See continuation sheet.			
	Totals			
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)		1340.40	0.00

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

SH01 - continuation page

Return of allotment of shares



4

Statement of capital

Complete the table below to show the issued share capital.

Complete a separate table for each currency.

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
Pound sterling	A ordinary shares	3640	910	
Pound sterling	B ordinary shares	1560	390	
Pound sterling	C ordinary shares	404	40.40	
Pound sterling	D ordinary shares	173	8.65	
Totals		5,777	1,349.05	0.00

SH01

Return of allotment of shares

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

Prescribed particulars
①

Please see continuation pages.

Class of share

Prescribed particulars
①

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  X

Director

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.

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

Class of share	A ordinary
Prescribed particulars	<p>DIVIDEND</p> <p>Entitled to receive dividends and the first Available Profits arising shall be applied first towards making such payment of £350,000 in aggregate to the holders of the A Shares, B Shares and E Shares (or any of them) in each Accounting Period the ("Priority Dividend").</p> <p>Thereafter and subject to the Priority Dividend having been declared and paid also in respect of any previous Accounting Period commencing on or after 1st January 2016, in relation to any further dividends proposed to be declared for the remainder of the Accounting Period in question the A Shares shall rank equally with the C Shares.</p> <p>If there are no surplus profits or the surplus profits are insufficient such that the Priority Dividend cannot be paid on the B ordinary shares and/or the E ordinary shares, or if for any other reason the Priority Dividend is not paid on the B ordinary shares and/or the E ordinary shares, the Priority Dividend shall be payable on and in respect of the A ordinary shares or to the extent the Priority Dividend is paid only in part on the B ordinary shares and/or the E ordinary shares, the balance shall be payable on the A ordinary shares.</p> <p>CAPITAL</p> <p>The amounts credited as paid up on the A ordinary shares together with a sum equal to any arrears of declared but unpaid dividend.</p> <p>Paying to the holders of the A Shares the aggregate sum of £7,000,000.</p> <p>Distributing the balance of such retained profits and assets amongst the holders of C ordinary shares pro rata according to their holdings of such shares.</p> <p>VOTING</p> <p>On a show of hands every holder of A ordinary shares and who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative, shall have one vote, and on a poll every holder of A ordinary shares who is present in person or by proxy or (being a corporation) is present by a duly authorised representative shall have one vote for every A ordinary share of which he is a holder.</p>

SH01 - continuation page

Return of allotment of shares



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

Class of share	B ordinary	
Prescribed particulars	<p>DIVIDEND Entitled to receive dividends and the first Available Profits arising shall be applied first towards making such payment of £350,000 in aggregate to the holders of the A Shares, B Shares and E Shares (or any of them) in each Accounting Period the ("Priority Dividend").</p> <p>The B ordinary shares will carry the right to participate in any dividend but only in relation to those profits of the Company which have not been earmarked by the directors for reinvestment in the Company. If there are no Surplus Profits or the Surplus Profits are insufficient such profits have not been earmarked for reinvestment such that the Priority Dividend cannot be paid on the B Shares and/or the E Shares, or if for any other reason the Priority Dividend is not paid on the B Shares and/or the E Shares, the Priority Dividend shall be payable on and in respect of the A Shares or to the extent the Priority Dividend is paid only in part on the B Shares and/or the E Shares, the balance shall be payable on the A Shares.</p> <p>CAPITAL The amounts credited as paid up on the B ordinary shares together with a sum equal to any arrears of declared but unpaid dividend.</p> <p>VOTING The B ordinary shares hold no voting rights.</p>	

SH01 - continuation page

Return of allotment of shares



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

Class of share	C ordinary	
Prescribed particulars	<p>DIVIDEND</p> <p>The C ordinary shares will have no right to a dividend until the aggregate cumulative dividend received by the holders of the A ordinary shares, B ordinary shares and E ordinary shares (or any of them) in each accounting period has reached £350,000 in aggregate ("Priority Dividend") and the first available profits arising shall be applied first towards making such payments.</p> <p>Thereafter and subject to the Priority Dividend having been declared and paid also in respect of any previous accounting period commencing on or after 1st January 2016, in relation to any further dividends proposed to be declared for the remainder of the Accounting Period in question (i) the A Shares shall rank equally with the C Shares and (ii) the D ordinary shares shall rank equally with the B ordinary shares and the E ordinary shares.</p> <p>CAPITAL</p> <p>The amounts credited as paid up on the C ordinary shares together with a sum equal to any arrears of declared but unpaid dividend.</p> <p>Distributing the balance of such retained profits and assets amongst the holders of A ordinary shares and C ordinary shares pro rata according to their holdings of such shares after paying the aggregate sum of £7,000,000 to the holder of the A ordinary shares.</p> <p>VOTING</p> <p>On a show of hands every holder of C ordinary shares and who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative, shall have one vote, and on a poll every holder of C ordinary shares who is present in person or by proxy or (being a corporation) is present by a duly authorised representative shall have one vote for every C ordinary share of which he is a holder.</p>	

SH01 - continuation page

Return of allotment of shares



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

Class of share	D ordinary	
Prescribed particulars	<p>DIVIDEND</p> <p>The D ordinary shares will have no right to a dividend until the aggregate cumulative dividend received by the holders of the A ordinary shares, B ordinary shares and E ordinary shares (or any of them) in each accounting period has reached £350,000 in aggregate and the first available profits arising shall be applied first towards making such payments.</p> <p>Thereafter and subject to the priority dividend having been declared and paid also in respect of any previous accounting period commencing on or after 1st January 2016, in relation to any further dividends proposed to be declared for the remainder of the Accounting Period in question the D ordinary shares shall rank equally with the B ordinary shares and the E ordinary shares.</p> <p>The D ordinary shares will carry the right to participate in any dividend but only in relation to those profits of the Company which have not been earmarked by the directors for reinvestment in the Company.</p> <p>CAPITAL</p> <p>The amounts credited as paid up on the D ordinary shares together with a sum equal to any arrears of declared but unpaid dividend.</p> <p>VOTING</p> <p>The D ordinary shares hold no voting rights.</p>	

SH01 - continuation page

Return of allotment of shares



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

Class of share

Prescribed particulars

SH01

Return of allotment of shares



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

Harrison Clark Rickerbys Limited

Address

5 Deansway, Worcester

Post town

County/Region

Postcode

W

R

1

2

J

G

Country

Dx

716260 Worcester 1

Telephone

01905 612 001



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