

# SH01

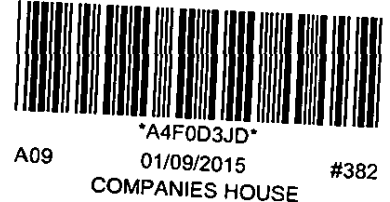
## Return of allotment of shares



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 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



### 1 Company details

Company number 0 8 6 7 6 2 2 8

Company name in full MARMALADE LTD

**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 <sup>1</sup>

From Date 2 7 0 8 2 0 1 5  
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 <sup>2</sup>	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	£ STERLING	3,993	£1.00	£1.00	NIL
PREFERENCE	£ STERLING	4,626	£1.00	£1.00	NIL
A ORDINARY	£ STERLING	1	£1.00	£1.00	NIL

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 PART OF A SHARE FOR SHARE EXCHANGE IN  
CONSIDERATION FOR THE TRANSFER OF THE ENTIRE ISSUED SHARE CAPITAL OF  
PROVISIONAL MARMALADE LIMITED (CRN. 06779950) TO THE COMPANY.

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**Shares allotted**

**Please give details of the shares allotted, including bonus shares**

## 2 Currency

If currency details are not completed we will assume currency is in pound sterling

[illegible]

## SH01

## Return of allotment of shares

**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 <sup>1</sup>	Amount (if any) unpaid on each share <sup>1</sup>	Number of shares <sup>2</sup>	Aggregate nominal value <sup>3</sup>
SEE CONTINUATION PAGE				£
				£
				£
				£
<b>Totals</b>				£

**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		<b>4 Total aggregate nominal value</b> Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.
Total number of shares	25,808	
Total aggregate nominal value <sup>4</sup>	£25,808	

<sup>1</sup> Including both the nominal value and any share premium

<sup>3</sup> E.g. Number of shares issued multiplied by nominal value of each share

**Continuation Pages**  
Please use a Statement of Capital continuation page if necessary

<sup>2</sup> Total number of issued shares in this class

Please complete the table below to show any class of shares held in other currencies. Please complete a separate table for each currency.

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**7**

### 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	SEE CONTINUATION PAGES
Prescribed particulars 1	
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 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

**8**

### Signature

I am signing this form on behalf of the company

Signature	Signature 
This form may be signed by Director, Secretary, Person authorised, 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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## Return of allotment of shares



7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	ORDINARY	
Prescribed particulars	<p>On a return of assets whether in a winding up or reduction of capital or otherwise (except the purchase by the Company of its own shares) the assets of the Company available for distribution after the payment of its liabilities shall (to the extent that the Company is lawfully able to do so) be applied as follows</p> <p>1. in the event that the proceeds are less than or equal to £3,000,000, the proceeds shall be distributed to the holders of the A Shares, B Shares, C Shares, D Shares, E Shares, F Shares, G Shares, Ordinary Shares and Preference Shares only in the proportion that the number of A Shares, B Shares, C Shares, D Shares, E Shares, F Shares, G Shares, Ordinary Shares and Preference Shares held bears to the total number of A Shares, B Shares, C Shares, D Shares, E Shares, F Shares, G Shares, Ordinary Shares and Preference Shares in issue at the relevant time pro rata as if they constituted one and the same class;</p> <p>2. in the event that the proceeds exceed £3,000,000 but do not exceed £6,000,000 the proceeds shall be distributed in the following order of priority</p> <p>(a) the first £3,000,000 of the proceeds shall be distributed to the holders of the A Shares, B Shares, C Shares, D Shares, E Shares, F Shares, G Shares, Ordinary Shares and Preference Shares only in the proportion that the number of A Shares, B Shares, C Shares, D Shares, E Shares, F Shares, G Shares, Ordinary Shares and Preference Shares held bears to the total number of A Shares, B Shares, C Shares, D Shares, E Shares, F Shares, G Shares, Ordinary Shares and Preference Shares in issue at the relevant time pro rata as if they constituted one and the same class,</p> <p>(b) the first 50% of the proceeds in excess of £3,000,000 but not exceeding £6,000,000 shall be distributed to the holders of A Shares, B Shares, C Shares, D Shares, E Shares, F Shares, G Shares Ordinary Shares and Preference Shares in the proportion that the number of A Shares, B Shares, C Shares, D Shares, E Shares, F Shares, G Shares, Ordinary Shares and Preference Shares held bears to the total number of A Shares, B Shares, C Shares, D Shares, E Shares, F Shares, G Shares, Ordinary Shares and Preference Shares in issue at the relevant time pro rata as if they constituted one and the same class, and</p> <p>(c) the remaining 50% of the proceeds in excess of £3,000,000 but not exceeding £6,000,000 shall be distributed to the holders of A Shares,</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	ORDINARY	
Prescribed particulars	<p>B Shares, C Shares, D Shares, E Shares, F Shares, G Shares and Ordinary Shares in the proportion that the number of A Shares, B Shares, C Shares, D Shares, E Shares, F Shares, G Shares and Ordinary Shares held bears to the total number of A Shares, B Shares, C Shares, D Shares, E Shares, F Shares, G Shares and Ordinary Shares in issue at the relevant time pro rata as if they constituted one and the same class</p> <p>3 In the event that the proceeds exceed £6,000,000 the proceeds shall be distributed in the following order of priority.</p> <p>(a) the first £3,000,000 of the proceeds shall be distributed to the holders of the A Shares, B Shares, C Shares, D Shares, E Shares, F Shares, G Shares, Ordinary Shares and Preference Shares only in the proportion that the number of A Shares, B Shares, C Shares, D Shares, E Shares, F Shares, G Shares, Ordinary Shares and Preference Shares held bears to the total number of A Shares, B Shares, C Shares, D Shares, E Shares, F Shares, G Shares, Ordinary Shares and Preference Shares in issue at the relevant time pro rata as if they constituted one and the same class,</p> <p>(b) the first 50% of the proceeds in excess of £3,000,000 but not exceeding £6,000,000 shall be distributed to the holders of A Shares, B Shares, C Shares, D Shares, E Shares, F Shares, G Shares Ordinary Shares and Preference Shares in the proportion that the number of A Shares, B Shares, C Shares, D Shares, E Shares, F Shares, G Shares, Ordinary Shares and Preference Shares held bears to the total number of A Shares, B Shares, C Shares, D Shares, E Shares, F Shares, G Shares, Ordinary Shares and Preference Shares in issue at the relevant time pro rata as if they constituted one and the same class,</p> <p>(c) the remaining 50% of the proceeds in excess of £3,000,000 but not exceeding £6,000,000 shall be distributed to the holders of A Shares, B Shares, C Shares, D Shares, E Shares, F Shares, G Shares and Ordinary Shares in the proportion that the number of A Shares, B Shares, C Shares, D Shares, E Shares, F Shares, G Shares and Ordinary Shares held bears to the total number of A Shares, B Shares, C Shares, D Shares, E Shares, F Shares, G Shares and Ordinary Shares in issue at the relevant time pro rata as if they constituted one and the same class, and</p> <p>(d) the proceeds exceeding £6,000,000 shall be distributed to the holders of A Shares, B Shares, C Shares, D Shares, E Shares, F Shares, G Shares and Ordinary Shares in the proportion that the</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	ORDINARY	
Prescribed particulars	<p>number of A Shares, B Shares, C Shares, D Shares, E Shares, F Shares, G Shares and Ordinary Shares held bears to the total number of A Shares, B Shares, C Shares, D Shares, E Shares, F Shares, G Shares and Ordinary Shares in issue at the relevant time pro rata as if they constituted one and the same class</p> <p>The proceeds of a Sale (as defined in the articles of association) shall be apportioned as follows:</p> <p>1 In the event that the proceeds of a Sale are less than or equal to £3,000,000, the proceeds shall be distributed to the holders of the A Shares, B Shares, C Shares, D Shares, E Shares, F Shares, G Shares, Ordinary Shares and Preference Shares only in the proportion that the number of A Shares, B Shares, C Shares, D Shares, E Shares, F Shares, G Shares, Ordinary Shares and Preference Shares held bears to the total number of A Shares, B Shares, C Shares, D Shares, E Shares, F Shares, G Shares, Ordinary Shares and Preference Shares in issue at the time of a Sale pro rata as if they constituted one and the same class.</p> <p>2 In the event that the proceeds of a Sale exceed £3,000,000 but do not exceed £6,000,000 the proceeds shall be distributed in the following order of priority</p> <p>(a) the first £3,000,000 of the proceeds shall be distributed to the holders of the A Shares, B Shares, C Shares, D Shares, E Shares, F Shares, G Shares, Ordinary Shares and Preference Shares only in the proportion that the number of A Shares, B Shares, C Shares, D Shares, E Shares, F Shares, G Shares, Ordinary Shares and Preference Shares held bears to the total number of A Shares, B Shares, C Shares, D Shares, E Shares, F Shares, G Shares, Ordinary Shares and Preference Shares in issue at the time of the Sale pro rata as if they constituted one and the same class;</p> <p>(b) the first 50% of the proceeds in excess of £3,000,000 but not exceeding £6,000,000 shall be distributed to the holders of A Shares, B Shares, C Shares, D Shares, E Shares, F Shares, G Shares, Ordinary Shares and Preference Shares in the proportion that the number of A Shares, B Shares, C Shares, D Shares, E Shares, F Shares, G Shares, Ordinary Shares and Preference Shares held bears to the total number of A Shares, B Shares, C Shares, D Shares, E Shares, F Shares, G Shares, Ordinary Shares and Preference Shares in issue at the time of the Sale pro rata as if they</p>	



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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	ORDINARY	
Prescribed particulars	<p>constituted one and the same class, and</p> <p>(c) the remaining 50% of the proceeds in excess of £3,000,000 but not exceeding £6,000,000 shall be distributed to the holders of A Shares, B Shares, C Shares, D Shares, E Shares, F Shares, G Shares and Ordinary Shares in the proportion that the number of A Shares, B Shares, C Shares, D Shares, E Shares, F Shares, G Shares and Ordinary Shares held bears to the total number of A Shares, B Shares, C Shares, D Shares, E Shares, F Shares, G Shares and Ordinary Shares in issue at the time of the Sale pro rata as if they constituted one and the same class.</p> <p>3 In the event that the proceeds of a Sale exceed £6,000,000 the proceeds shall be distributed in the following order of priority</p> <p>(a) the first £3,000,000 of the proceeds shall be distributed to the holders of the A Shares, B Shares, C Shares, D Shares, E Shares, F Shares, G Shares, Ordinary Shares and Preference Shares only in the proportion that the number of A Shares, B Shares, C Shares, D Shares, E Shares, F Shares, G Shares, Ordinary Shares and Preference Shares held bears to the total number of A Shares, B Shares, C Shares, D Shares, E Shares, F Shares, G Shares, Ordinary Shares and Preference Shares in issue at the time of the Sale pro rata as if they constituted one and the same class;</p> <p>(b) the first 50% of the proceeds in excess of £3,000,000 but not exceeding £6,000,000 shall be distributed to the holders of A Shares, B Shares, C Shares, D Shares, E Shares, F Shares, G Shares Ordinary Shares and Preference Shares in the proportion that the number of A Shares, B Shares, C Shares, D Shares, E Shares, F Shares, G Shares, Ordinary Shares and Preference Shares held bears to the total number of A Shares, B Shares, C Shares, D Shares, E Shares, F Shares, G Shares, Ordinary Shares and Preference Shares in issue at the time of the Sale pro rata as if they constituted one and the same class;</p> <p>(c) the remaining 50% of the proceeds in excess of £3,000,000 but not exceeding £6,000,000 shall be distributed to the holders of A Shares, B Shares, C Shares, D Shares, E Shares, F Shares, G Shares and Ordinary Shares in the proportion that the number of A Shares, B Shares, C Shares, D Shares, E Shares, F Shares, G Shares and Ordinary Shares held bears to the total number of A Shares, B Shares, C Shares, D Shares, E Shares, F Shares, G Shares and Ordinary Shares in issue at the time of the Sale pro rata as if they constituted one and the same class, and</p>	

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<b>7</b>	<b>Statement of capital</b> (Prescribed particulars of rights attached to shares)	
Class of share	ORDINARY	
Prescribed particulars	<p>(d) the proceeds exceeding £6,000,000 shall be distributed to the holders of A Shares, B Shares, C Shares, D Shares, E Shares, F Shares, G Shares and Ordinary Shares in the proportion that the number of A Shares, B Shares, C Shares, D Shares, E Shares, F Shares, G Shares and Ordinary Shares held bears to the total number of A Shares, B Shares, C Shares, D Shares, E Shares, F Shares, G Shares and Ordinary Shares in issue at the time of the Sale pro rata as if they constituted one and the same class</p> <p>VOTING RIGHTS</p> <p>One vote per share.</p> <p>DIVIDENDS</p> <p>The Ordinary Shares shall be entitled to such entitlement and amount as shall be decided at the discretion of the board.</p>	

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<b>7</b>	<b>Statement of capital</b> (Prescribed particulars of rights attached to shares)	
Class of share	A ORDINARY	
Prescribed particulars	<p>Please see pages for prescribed rights in the event of a distribution of capital or proceeds of a sale attaching to Ordinary Shares for rights attaching to A Ordinary Shares.</p> <p>VOTING</p> <p>The A Ordinary Shares are non voting</p> <p>DIVIDENDS</p> <p>The A Ordinary Shares shall be entitled to such entitlement and amount as shall be decided at the discretion of the board.</p>	

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

Class of share	B ORDINARY	
Prescribed particulars	<p>Please see pages for prescribed rights in the event of a distribution of capital or proceeds of a sale attaching to Ordinary Shares for rights attaching to B Ordinary Shares.</p> <p>VOTING</p> <p>One vote per share</p> <p>DIVIDENDS</p> <p>The B Ordinary Shares shall be entitled to such entitlement and amount as shall be decided at the discretion of the board.</p>	

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<b>7</b>	<b>Statement of capital</b> (Prescribed particulars of rights attached to shares)	
Class of share	C ORDINARY	
Prescribed particulars	<p>Please see pages for prescribed rights in the event of a distribution of capital or proceeds of a sale attaching to Ordinary Shares for rights attaching to C Ordinary Shares.</p> <p>VOTING</p> <p>One vote per share.</p> <p>DIVIDENDS</p> <p>The C Ordinary Shares shall be entitled to such entitlement and amount as shall be decided at the discretion of the board</p>	

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<b>7</b>	<b>Statement of capital</b> (Prescribed particulars of rights attached to shares)	
Class of share	E Ordinary	
Prescribed particulars	<p>Please see pages for prescribed rights in the event of a distribution of capital or proceeds of a sale attaching to Ordinary Shares for rights attaching to E Ordinary Shares.</p> <p>VOTING</p> <p>The E Ordinary Shares are non voting.</p> <p>DIVIDENDS</p> <p>The E Ordinary Shares shall be entitled to such entitlement and amount as shall be decided at the discretion of the board.</p>	

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<b>7</b>	<b>Statement of capital</b> (Prescribed particulars of rights attached to shares)	
Class of share	F ORDINARY	
Prescribed particulars	<p>Please see pages for prescribed rights in the event of a distribution of capital or proceeds of a sale attaching to Ordinary Shares for rights attaching to F Ordinary Shares.</p> <p>VOTING</p> <p>The F Ordinary Shares are non voting</p> <p>DIVIDENDS</p> <p>The F Ordinary Shares shall be entitled to such entitlement and amount as shall be decided at the discretion of the board.</p>	

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

Class of share	G ORDINARY	
Prescribed particulars	<p>Please see pages for prescribed rights in the event of a distribution of capital or proceeds of a sale attaching to Ordinary Shares for rights attaching to G Ordinary Shares.</p> <p>VOTING</p> <p>The G Ordinary Shares are non voting</p> <p>DIVIDENDS</p> <p>The G Ordinary Shares shall be entitled to such entitlement and amount as shall be decided at the discretion of the board.</p>	



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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	Preference	
Prescribed particulars	<p>Please see pages for prescribed rights in the event of a distribution of capital or proceeds of a sale attaching to Ordinary Shares for rights attaching to Preference Shares</p> <p>VOTING</p> <p>The Preference Shares are non voting.</p> <p>DIVIDENDS</p> <p>The Company shall</p> <p>First, pay in respect of each of the A Shares, B Shares, C Shares, D Shares, E Shares, F Shares, G Shares and Ordinary Shares such amount as each class shall be entitled to such entitlement and amount in respect of each class as shall be decided at the discretion of the Board, and</p> <p>Second, pay in respect of each Preference Share, a fixed cumulative dividend at the annual rate of £5.20 per Share which shall be paid in each year on such date as the Board shall determine and to the person registered as the holder of such Share at the date and which shall accrue daily and be calculated in respect of the period to such date assuming a 365 day year (Cumulative Dividend).</p> <p>If the Company is unable to pay in full on the due date any Cumulative Dividend by reason of having insufficient available profit (the amount of such available profit to be decided by the Board) (Available Profit) then it shall on such date pay the same to the extent that it is lawfully able to do so and the unpaid amount shall become payable at such time as the Company has sufficient Available Profits with which to pay the relevant Cumulative Dividend.</p>	

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 <b>Presenter information</b>	
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	MARTIN SMITH
Company name	SPEARING WAITE LLP
Address	41 FRIAR LANE
Post town	LEICESTER
County/Region	LEICESTERSHIRE
Postcode	L E 1 5 R B
Country	UNITED KINGDOM
DX	10837 LEICESTER 1
Telephone	0116 262 4225

 <b>Checklist</b>
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


 <b>Important information</b>
Please note that all information on this form will appear on the public record.

 <b>Where to send</b>
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

 <b>Further information</b>
For further information, please see the guidance notes on the website at <a href="http://www.companieshouse.gov.uk">www.companieshouse.gov.uk</a> or email <a href="mailto:enquiries@companieshouse.gov.uk">enquiries@companieshouse.gov.uk</a>

This form is available in an alternative format. Please visit the forms page on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)