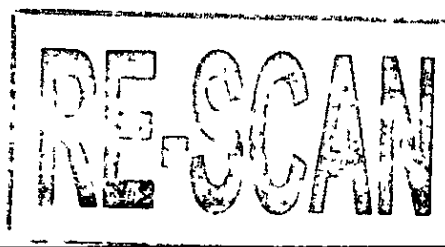


SH01

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 sub
on formation of the company
for an allotment of a new class
shares by an unlimited compa

TUESDAY



A15 14/07/2015 #182
COMPANIES HOUSE

1 Company details

Company number 09504386

Company name in full T BAILEY HOLDINGS LIMITED (the "Company")

→ 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 3 m 0 y 2 y 0 y 1 y 5
To Date d m 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

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	£	240385	1 00	1 00	0 00
B Ordinary	£	102485	0.10	0 10	0 00
C Ordinary	£	102484	0 10	0 10	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)

The shares were allotted credited as fully paid in consideration of the
transfer to the Company of the entire issued share capital of T Bailey
Asset Management Limited

14/07/15 019 AF.

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 ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Ordinary	1 00	0 00	240386	£ 240,386 00
B Ordinary	0 10	0 00	102485	£ 1,024 85
C Ordinary	0 10	0 00	102484	£ 1,024 84
Preference	1 00	0 00	1134618	£ 1,134,618 00
Totals			1579973	£ 1,377,053 69

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		④ Total aggregate nominal value Please list total aggregate values in different currencies separately. For example £100 + €100 + \$10 etc
Total number of shares		
Total aggregate nominal value ④		

① Including both the nominal value and any share premium

② E.g. Number of shares issued multiplied by nominal value of each share

③ Total number of issued shares in this class

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

SH01

Return of allotment of shares

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

Ordinary Shares

Prescribed particulars

1

(see continuation sheet)

Class of share

Ordinary B

Prescribed particulars

1

(see continuation sheet)

Class of share

Ordinary C

Prescribed particulars

1

(see continuation sheet)

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

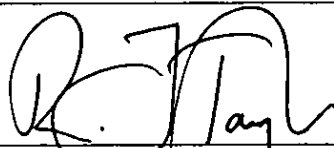
Signature

I am signing this form on behalf of the company

Signature

Signature

X



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

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 David Sauvain

Company name Howes Percival LLP

Address 3 The Osiers Business Centre

Post town Leicester

County/Region

Postcode L E 1 9 1 D

Country

DX DX 710913 Lei Meridian

Telephone 0116 247 3500



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 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

Shares allotted

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

CHFP025 Laserform International 2/11

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	Ordinary	
Prescribed particulars	<p>1 1 Income</p> <p><u>In respect of the period prior to Conversion</u></p> <p>No dividend shall be declared and/or paid during any financial period of the Company to any of the holders of the shares unless or until the Company has declared and paid to the holders of the Preference Shares a non-cumulative cash dividend at the following rates in respect of that period in full</p> <p>(a) in respect of the Preference Shares held by Harbour, 47 27 pence per Preference Share, and</p> <p>(b) in respect of the Preference Shares held by FHH, 10 pence per Preference Share</p> <p>The remaining profits of the Company that the Company shall resolve to distribute shall be distributed amongst the holders of shares pro-rata according to the Proportion of the Equity held by them respectively on the Relevant Date and shall accrue on a daily basis</p> <p><u>In respect of the period from and including Conversion</u></p> <p>Subject to Article 4 4 1, in respect of the period from and including Conversion, to the extent that the Company shall determine to distribute the same in respect of any financial period, the profits of the Company available for distribution shall be distributed to the holders of shares pro-rata according to the Proportion of the Equity held by them respectively on the Relevant Date and shall accrue on a daily basis</p> <p>Where</p> <p>"Articles" means the articles of association of the Company from time to time,</p> <p>"Conversion" means the conversion of the Preference Shares to Ordinary Shares in accordance with Article 4 5,</p> <p>"FHH" means Forman Hardy Holdings Limited (company number 00355853),</p> <p>"Harbour" means Harbour Investments (company number 03330808),</p> <p>"Proportion of the Equity" means the proportion of the overall equity in the Company (in value and not in share numbers) deemed to attach to shares from time to time calculated in accordance with the Article 4 6,</p> <p>"Relevant Date" means the date determined by reference to Article 4 1 3 or 4 2 2 or 4 3 2 2 or 4 4 2 2 or 9 3 or 10 4 or the date on which a Deemed Transfer Notice is deemed to have been served pursuant to Article 8 4 or the date on which a holder of shares serves a notice pursuant to Article 8 20 (as appropriate)</p>	

SH01 - continuation page

Return of allotment of shares

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

Class of share	Ordinary
Prescribed particulars	<p>1 2 Capital</p> <p>On a return of assets, whether on liquidation or capital reduction or otherwise, the assets of the Company remaining after the payment of its liabilities shall be applied as follows</p> <p>1 2 1 1 first, in paying to the holders of the Preference Shares the amount paid up on each Preference Share (including any share premium paid in respect of each Preference Share) plus a sum equal to any declared but unpaid dividends in respect of such Preference Shares,</p> <p>1 2 1 2 secondly, in paying to the holders of Ordinary Shares the amount paid up on each Ordinary Share (and, where such share is held as a result of a Conversion, any share premium which was paid by the holder of such share on its allotment) plus a sum equal to any declared but unpaid dividends in respect of such Ordinary Shares,</p> <p>1 2 1 3 thirdly, in paying to the Original Members in proportion to the number of Ordinary Shares and/or Preference Shares held by them respectively as against the aggregate number of Ordinary Shares and/or Preference Shares in issue to the Original Members a sum equal to £6,500,000 (six million five hundred thousand pounds) less the aggregate amount paid to the Original Members pursuant to Article 4 2 1 1 and/or Article 4 2 1 2 in respect of the amounts paid up on the Preference Shares and/or the Ordinary Shares held by each of them (including any amounts paid to each of them pursuant to Article 4 2 1 1 and/or Article 4 2 1 2 in respect of any share premium),</p> <p>1 2 1 4 fourthly in paying to the holders of the B Ordinary Shares, the C Ordinary Shares and the D Ordinary Shares the amount paid up on each such share plus a sum equal to any declared but unpaid dividends in respect of such shares, and</p> <p>1 2 1 5 the balance (if any) of such assets shall be distributed amongst the holders of the Ordinary Shares, the B Ordinary Shares, the C Ordinary Shares and the D Ordinary Shares in proportion to the Proportion of the Equity held by them respectively on the Relevant Date,</p> <p>and if there is a shortfall of assets remaining to satisfy the entitlements of holders of the relevant class(es) of shares in full under Article 4 2 1 1, 4 2 1 2, 4 2 1 3 or 4 2 1 4 above, the proceeds shall be distributed to the holders of the relevant shares of that class(es) referred to in the relevant Article pro rata in proportion to the number of shares held by such holders</p> <p>Where</p> <p>"Original Members" means Harbour and FHH (and each is an "Original Member")</p>

SH01 - continuation page

Return of allotment of shares

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

Class of share	Ordinary
Prescribed particulars	<p>1 3 Voting</p> <p>The holders of the Preference Shares shall be entitled to receive notice of all general meetings but shall not be entitled to attend or vote, either in person or by proxy or by representative (if a company) at any general meeting of the Company (save where any dividends have been declared but have not been paid in accordance with Article 4 1, in which case, the holders of the Preference Shares shall be entitled to vote on the assumption that there has been a Conversion in respect of all Preference Shares in issue (whether or not a Conversion has taken place)).</p> <p>The holders of B Ordinary Shares, C Ordinary Shares and D Ordinary Shares shall be entitled to receive notice of all general meetings but shall not be entitled to attend or vote, either in person or by proxy or by representative (if a company) at any general meeting of the Company, and</p> <p>The holders of the Ordinary Shares shall have the right to receive notice of and attend and vote at any general meeting of the Company and each such holder present in person or by proxy or by representative (if a company) shall be entitled on a show of hands to one vote and on a poll to one vote for each Ordinary Share held by him</p> <p>Following the occurrence of a Listing, and subject as provided below in this Article and to any other special rights or restrictions as to voting attached to any shares by or in accordance with these Articles</p> <p>(a) the holders of the Preference Shares shall be entitled to receive notice of all general meetings but shall not be entitled to attend or vote, either in person or by proxy or by representative (if a company) at any general meeting of the Company (save where any dividends have been declared but have not been paid in accordance with Article 4 1, in which case, the holders of the Preference Shares shall be entitled to vote on the assumption that there has been a Conversion in respect of all Preference Shares in issue (whether or not a Conversion has taken place)), and</p> <p>(b) the holders of each of the Ordinary Shares, the B Ordinary Shares, the C Ordinary Shares and the D Ordinary Shares shall each have the right to receive notice of and attend and vote at any general meeting of the Company and each such holder present in person or by proxy or by representative (if a company) shall be entitled on a show of hands to one vote and on a poll to a percentage of the votes equivalent to the relevant holder's Proportion of the Equity (and for this purpose, the Relevant Date for determining the Proportion of the Equity shall be the date of Listing)</p> <p>Where</p> <p>"Triggering Event" means a Listing and/or a Sale and/or a Disposal (each as defined in the Articles)</p>

SH01 - continuation page

Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	Ordinary B	
Prescribed particulars	<p>1 1 Income</p> <p><u>In respect of the period prior to Conversion</u></p> <p>No dividend shall be declared and/or paid during any financial period of the Company to any of the holders of the shares unless or until the Company has declared and paid to the holders of the Preference Shares a non-cumulative cash dividend at the following rates in respect of that period in full</p> <p>(a) in respect of the Preference Shares held by Harbour, 47 27 pence per Preference Share, and</p> <p>(b) in respect of the Preference Shares held by FHH, 10 pence per Preference Share</p> <p>The remaining profits of the Company that the Company shall resolve to distribute shall be distributed amongst the holders of shares pro-rata according to the Proportion of the Equity held by them respectively on the Relevant Date and shall accrue on a daily basis</p> <p><u>In respect of the period from and including Conversion</u></p> <p>Subject to Article 4 4 1, in respect of the period from and including Conversion, to the extent that the Company shall determine to distribute the same in respect of any financial period, the profits of the Company available for distribution shall be distributed to the holders of shares pro-rata according to the Proportion of the Equity held by them respectively on the Relevant Date and shall accrue on a daily basis</p> <p>Where</p> <p>"Articles" means the articles of association of the Company from time to time,</p> <p>"Conversion" means the conversion of the Preference Shares to Ordinary Shares in accordance with Article 4 5,</p> <p>"FHH" means Forman Hardy Holdings Limited (company number 00355853),</p> <p>"Harbour" means Harbour Investments (company number 03330808),</p> <p>"Proportion of the Equity" means the proportion of the overall equity in the Company (in value and not in share numbers) deemed to attach to shares from time to time calculated in accordance with the Article 4 6,</p> <p>"Relevant Date" means the date determined by reference to Article 4 1 3 or 4 2 2 or 4 3 2 2 or 4 4 2 2 or 9 3 or 10 4 or the date on which a Deemed Transfer Notice is deemed to have been served pursuant to Article 8 4 or the date on which a holder of shares serves a notice pursuant to Article 8 20 (as appropriate)</p>	

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Return of allotment of shares

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

Class of share	Ordinary B	
Prescribed particulars	<p>1 2 Capital</p> <p>On a return of assets, whether on liquidation or capital reduction or otherwise, the assets of the Company remaining after the payment of its liabilities shall be applied as follows</p> <p>1 2 1 1 first, in paying to the holders of the Preference Shares the amount paid up on each Preference Share (including any share premium paid in respect of each Preference Share) plus a sum equal to any declared but unpaid dividends in respect of such Preference Shares,</p> <p>1 2 1 2 secondly, in paying to the holders of Ordinary Shares the amount paid up on each Ordinary Share (and, where such share is held as a result of a Conversion, any share premium which was paid by the holder of such share on its allotment) plus a sum equal to any declared but unpaid dividends in respect of such Ordinary Shares,</p> <p>1 2 1 3 thirdly, in paying to the Original Members in proportion to the number of Ordinary Shares and/or Preference Shares held by them respectively as against the aggregate number of Ordinary Shares and/or Preference Shares in issue to the Original Members a sum equal to £6,500,000 (six million five hundred thousand pounds) less the aggregate amount paid to the Original Members pursuant to Article 4 2 1 1 and/or Article 4 2 1 2 in respect of the amounts paid up on the Preference Shares and/or the Ordinary Shares held by each of them (including any amounts paid to each of them pursuant to Article 4 2 1 1 and/or Article 4 2 1 2 in respect of any share premium),</p> <p>1 2 1 4 fourthly in paying to the holders of the B Ordinary Shares, the C Ordinary Shares and the D Ordinary Shares the amount paid up on each such share plus a sum equal to any declared but unpaid dividends in respect of such shares, and</p> <p>1 2 1 5 the balance (if any) of such assets shall be distributed amongst the holders of the Ordinary Shares, the B Ordinary Shares, the C Ordinary Shares and the D Ordinary Shares in proportion to the Proportion of the Equity held by them respectively on the Relevant Date,</p> <p>and if there is a shortfall of assets remaining to satisfy the entitlements of holders of the relevant class(es) of shares in full under Article 4 2 1 1, 4 2 1 2, 4 2 1 3 or 4 2 1 4 above, the proceeds shall be distributed to the holders of the relevant shares of that class(es) referred to in the relevant Article pro rata in proportion to the number of shares held by such holders</p> <p>Where</p> <p>"Original Members" means Harbour and FHH (and each is an "Original Member")</p>	

SH01 - continuation page

Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	Ordinary B	
Prescribed particulars	<p>1 3 Voting</p> <p>The holders of the Preference Shares shall be entitled to receive notice of all general meetings but shall not be entitled to attend or vote, either in person or by proxy or by representative (if a company) at any general meeting of the Company (save where any dividends have been declared but have not been paid in accordance with Article 4 1, in which case, the holders of the Preference Shares shall be entitled to vote on the assumption that there has been a Conversion in respect of all Preference Shares in issue (whether or not a Conversion has taken place)),</p> <p>The holders of B Ordinary Shares, C Ordinary Shares and D Ordinary Shares shall be entitled to receive notice of all general meetings but shall not be entitled to attend or vote, either in person or by proxy or by representative (if a company) at any general meeting of the Company, and</p> <p>The holders of the Ordinary Shares shall have the right to receive notice of and attend and vote at any general meeting of the Company and each such holder present in person or by proxy or by representative (if a company) shall be entitled on a show of hands to one vote and on a poll to one vote for each Ordinary Share held by him</p> <p>Following the occurrence of a Listing, and subject as provided below in this Article and to any other special rights or restrictions as to voting attached to any shares by or in accordance with these Articles</p> <p>(a) the holders of the Preference Shares shall be entitled to receive notice of all general meetings but shall not be entitled to attend or vote, either in person or by proxy or by representative (if a company) at any general meeting of the Company (save where any dividends have been declared but have not been paid in accordance with Article 4 1, in which case, the holders of the Preference Shares shall be entitled to vote on the assumption that there has been a Conversion in respect of all Preference Shares in issue (whether or not a Conversion has taken place)), and</p> <p>(b) the holders of each of the Ordinary Shares, the B Ordinary Shares, the C Ordinary Shares and the D Ordinary Shares shall each have the right to receive notice of and attend and vote at any general meeting of the Company and each such holder present in person or by proxy or by representative (if a company) shall be entitled on a show of hands to one vote and on a poll to a percentage of the votes equivalent to the relevant holder's Proportion of the Equity (and for this purpose, the Relevant Date for determining the Proportion of the Equity shall be the date of Listing)</p> <p>Where</p> <p>"Triggering Event" means a Listing and/or a Sale and/or a Disposal (each as defined in the Articles)</p>	

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Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	Ordinary C	
Prescribed particulars	<p>1 1 Income</p> <p><u>In respect of the period prior to Conversion</u></p> <p>No dividend shall be declared and/or paid during any financial period of the Company to any of the holders of the shares unless or until the Company has declared and paid to the holders of the Preference Shares a non-cumulative cash dividend at the following rates in respect of that period in full</p> <p>(a) in respect of the Preference Shares held by Harbour, 47 27 pence per Preference Share, and</p> <p>(b) in respect of the Preference Shares held by FHH, 10 pence per Preference Share</p> <p>The remaining profits of the Company that the Company shall resolve to distribute shall be distributed amongst the holders of shares pro-rata according to the Proportion of the Equity held by them respectively on the Relevant Date and shall accrue on a daily basis</p> <p><u>In respect of the period from and including Conversion</u></p> <p>Subject to Article 4 4 1, in respect of the period from and including Conversion, to the extent that the Company shall determine to distribute the same in respect of any financial period, the profits of the Company available for distribution shall be distributed to the holders of shares pro-rata according to the Proportion of the Equity held by them respectively on the Relevant Date and shall accrue on a daily basis</p> <p>Where</p> <p>"Articles" means the articles of association of the Company from time to time,</p> <p>"Conversion" means the conversion of the Preference Shares to Ordinary Shares in accordance with Article 4 5,</p> <p>"FHH" means Forman Hardy Holdings Limited (company number 00355853),</p> <p>"Harbour" means Harbour Investments (company number 03330808),</p> <p>"Proportion of the Equity" means the proportion of the overall equity in the Company (in value and not in share numbers) deemed to attach to shares from time to time calculated in accordance with the Article 4 6,</p> <p>"Relevant Date" means the date determined by reference to Article 4 1 3 or 4 2 2 or 4 3 2 2 or 4 4 2 2 or 9 3 or 10 4 or the date on which a Deemed Transfer Notice is deemed to have been served pursuant to Article 8 4 or the date on which a holder of shares serves a notice pursuant to Article 8 20 (as appropriate)</p>	

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Return of allotment of shares

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

Class of share	Ordinary C	
Prescribed particulars	<p>1 2 Capital</p> <p>On a return of assets, whether on liquidation or capital reduction or otherwise, the assets of the Company remaining after the payment of its liabilities shall be applied as follows</p> <p>1 2 1 1 first, in paying to the holders of the Preference Shares the amount paid up on each Preference Share (including any share premium paid in respect of each Preference Share) plus a sum equal to any declared but unpaid dividends in respect of such Preference Shares,</p> <p>1 2 1 2 secondly, in paying to the holders of Ordinary Shares the amount paid up on each Ordinary Share (and, where such share is held as a result of a Conversion, any share premium which was paid by the holder of such share on its allotment) plus a sum equal to any declared but unpaid dividends in respect of such Ordinary Shares,</p> <p>1 2 1 3 thirdly, in paying to the Original Members in proportion to the number of Ordinary Shares and/or Preference Shares held by them respectively as against the aggregate number of Ordinary Shares and/or Preference Shares in issue to the Original Members a sum equal to £6,500,000 (six million five hundred thousand pounds) less the aggregate amount paid to the Original Members pursuant to Article 4 2 1 1 and/or Article 4 2 1 2 in respect of the amounts paid up on the Preference Shares and/or the Ordinary Shares held by each of them (including any amounts paid to each of them pursuant to Article 4 2 1 1 and/or Article 4 2 1 2 in respect of any share premium),</p> <p>1 2 1 4 fourthly in paying to the holders of the B Ordinary Shares, the C Ordinary Shares and the D Ordinary Shares the amount paid up on each such share plus a sum equal to any declared but unpaid dividends in respect of such shares, and</p> <p>1 2 1 5 the balance (if any) of such assets shall be distributed amongst the holders of the Ordinary Shares, the B Ordinary Shares, the C Ordinary Shares and the D Ordinary Shares in proportion to the Proportion of the Equity held by them respectively on the Relevant Date,</p> <p>and if there is a shortfall of assets remaining to satisfy the entitlements of holders of the relevant class(es) of shares in full under Article 4 2 1 1, 4 2 1 2, 4 2 1 3 or 4 2 1 4 above, the proceeds shall be distributed to the holders of the relevant shares of that class(es) referred to in the relevant Article pro rata in proportion to the number of shares held by such holders</p> <p>Where</p> <p>"Original Members" means Harbour and FHH (and each is an "Original Member")</p>	

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Return of allotment of shares

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

Class of share	Ordinary C	
Prescribed particulars	<p>1.3 Voting</p> <p>The holders of the Preference Shares shall be entitled to receive notice of all general meetings but shall not be entitled to attend or vote, either in person or by proxy or by representative (if a company) at any general meeting of the Company (save where any dividends have been declared but have not been paid in accordance with Article 4.1, in which case, the holders of the Preference Shares shall be entitled to vote on the assumption that there has been a Conversion in respect of all Preference Shares in issue (whether or not a Conversion has taken place)),</p> <p>The holders of B Ordinary Shares, C Ordinary Shares and D Ordinary Shares shall be entitled to receive notice of all general meetings but shall not be entitled to attend or vote, either in person or by proxy or by representative (if a company) at any general meeting of the Company, and</p> <p>The holders of the Ordinary Shares shall have the right to receive notice of and attend and vote at any general meeting of the Company and each such holder present in person or by proxy or by representative (if a company) shall be entitled on a show of hands to one vote and on a poll to one vote for each Ordinary Share held by him</p> <p>Following the occurrence of a Listing, and subject as provided below in this Article and to any other special rights or restrictions as to voting attached to any shares by or in accordance with these Articles</p> <p>(a) the holders of the Preference Shares shall be entitled to receive notice of all general meetings but shall not be entitled to attend or vote, either in person or by proxy or by representative (if a company) at any general meeting of the Company (save where any dividends have been declared but have not been paid in accordance with Article 4.1, in which case, the holders of the Preference Shares shall be entitled to vote on the assumption that there has been a Conversion in respect of all Preference Shares in issue (whether or not a Conversion has taken place)), and</p> <p>(b) the holders of each of the Ordinary Shares, the B Ordinary Shares, the C Ordinary Shares and the D Ordinary Shares shall each have the right to receive notice of and attend and vote at any general meeting of the Company and each such holder present in person or by proxy or by representative (if a company) shall be entitled on a show of hands to one vote and on a poll to a percentage of the votes equivalent to the relevant holder's Proportion of the Equity (and for this purpose, the Relevant Date for determining the Proportion of the Equity shall be the date of Listing)</p> <p>Where</p> <p>"Triggering Event" means a Listing and/or a Sale and/or a Disposal (each as defined in the Articles)</p>	

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Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	Preference	
Prescribed particulars	<p>1 1 Income</p> <p><u>In respect of the period prior to Conversion</u></p> <p>No dividend shall be declared and/or paid during any financial period of the Company to any of the holders of the shares unless or until the Company has declared and paid to the holders of the Preference Shares a non-cumulative cash dividend at the following rates in respect of that period in full</p> <p>(a) in respect of the Preference Shares held by Harbour, 47 27 pence per Preference Share, and</p> <p>(b) in respect of the Preference Shares held by FHH, 10 pence per Preference Share</p> <p>The remaining profits of the Company that the Company shall resolve to distribute shall be distributed amongst the holders of shares pro-rata according to the Proportion of the Equity held by them respectively on the Relevant Date and shall accrue on a daily basis</p> <p><u>In respect of the period from and including Conversion</u></p> <p>Subject to Article 4 4 1, in respect of the period from and including Conversion, to the extent that the Company shall determine to distribute the same in respect of any financial period, the profits of the Company available for distribution shall be distributed to the holders of shares pro-rata according to the Proportion of the Equity held by them respectively on the Relevant Date and shall accrue on a daily basis</p> <p>Where</p> <p>"Articles" means the articles of association of the Company from time to time,</p> <p>"Conversion" means the conversion of the Preference Shares to Ordinary Shares in accordance with Article 4 5,</p> <p>"FHH" means Forman Hardy Holdings Limited (company number 00355853),</p> <p>"Harbour" means Harbour Investments (company number 03330808),</p> <p>"Proportion of the Equity" means the proportion of the overall equity in the Company (in value and not in share numbers) deemed to attach to shares from time to time calculated in accordance with the Article 4 6,</p> <p>"Relevant Date" means the date determined by reference to Article 4 1 3 or 4 2 2 or 4 3 2 2 or 4 4 2 2 or 9 3 or 10 4 or the date on which a Deemed Transfer Notice is deemed to have been served pursuant to Article 8 4 or the date on which a holder of shares serves a notice pursuant to Article 8 20 (as appropriate)</p>	

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Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	Preference	
Prescribed particulars	<p>1 2 Capital</p> <p>On a return of assets, whether on liquidation or capital reduction or otherwise, the assets of the Company remaining after the payment of its liabilities shall be applied as follows</p> <p>1 2 1 1 first, in paying to the holders of the Preference Shares the amount paid up on each Preference Share (including any share premium paid in respect of each Preference Share) plus a sum equal to any declared but unpaid dividends in respect of such Preference Shares,</p> <p>1 2 1 2 secondly, in paying to the holders of Ordinary Shares the amount paid up on each Ordinary Share (and, where such share is held as a result of a Conversion, any share premium which was paid by the holder of such share on its allotment) plus a sum equal to any declared but unpaid dividends in respect of such Ordinary Shares,</p> <p>1 2 1 3 thirdly, in paying to the Original Members in proportion to the number of Ordinary Shares and/or Preference Shares held by them respectively as against the aggregate number of Ordinary Shares and/or Preference Shares in issue to the Original Members a sum equal to £6,500,000 (six million five hundred thousand pounds) less the aggregate amount paid to the Original Members pursuant to Article 4 2 1 1 and/or Article 4 2 1 2 in respect of the amounts paid up on the Preference Shares and/or the Ordinary Shares held by each of them (including any amounts paid to each of them pursuant to Article 4 2 1 1 and/or Article 4 2 1 2 in respect of any share premium),</p> <p>1 2 1 4 fourthly in paying to the holders of the B Ordinary Shares, the C Ordinary Shares and the D Ordinary Shares the amount paid up on each such share plus a sum equal to any declared but unpaid dividends in respect of such shares, and</p> <p>1 2 1 5 the balance (if any) of such assets shall be distributed amongst the holders of the Ordinary Shares, the B Ordinary Shares, the C Ordinary Shares and the D Ordinary Shares in proportion to the Proportion of the Equity held by them respectively on the Relevant Date,</p> <p>and if there is a shortfall of assets remaining to satisfy the entitlements of holders of the relevant class(es) of shares in full under Article 4 2 1 1, 4 2 1 2, 4 2 1 3 or 4 2 1 4 above, the proceeds shall be distributed to the holders of the relevant shares of that class(es) referred to in the relevant Article pro rata in proportion to the number of shares held by such holders</p> <p>Where</p> <p>"Original Members" means Harbour and FHH (and each is an "Original Member")</p>	

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Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	Preference	
Prescribed particulars	<p>1 3 Voting</p> <p>The holders of the Preference Shares shall be entitled to receive notice of all general meetings but shall not be entitled to attend or vote, either in person or by proxy or by representative (if a company) at any general meeting of the Company (save where any dividends have been declared but have not been paid in accordance with Article 4 1, in which case, the holders of the Preference Shares shall be entitled to vote on the assumption that there has been a Conversion in respect of all Preference Shares in issue (whether or not a Conversion has taken place)),</p> <p>The holders of B Ordinary Shares, C Ordinary Shares and D Ordinary Shares shall be entitled to receive notice of all general meetings but shall not be entitled to attend or vote, either in person or by proxy or by representative (if a company) at any general meeting of the Company, and</p> <p>The holders of the Ordinary Shares shall have the right to receive notice of and attend and vote at any general meeting of the Company and each such holder present in person or by proxy or by representative (if a company) shall be entitled on a show of hands to one vote and on a poll to one vote for each Ordinary Share held by him</p> <p>Following the occurrence of a Listing, and subject as provided below in this Article and to any other special rights or restrictions as to voting attached to any shares by or in accordance with these Articles</p> <p>(a) the holders of the Preference Shares shall be entitled to receive notice of all general meetings but shall not be entitled to attend or vote, either in person or by proxy or by representative (if a company) at any general meeting of the Company (save where any dividends have been declared but have not been paid in accordance with Article 4 1, in which case, the holders of the Preference Shares shall be entitled to vote on the assumption that there has been a Conversion in respect of all Preference Shares in issue (whether or not a Conversion has taken place)), and</p> <p>(b) the holders of each of the Ordinary Shares, the B Ordinary Shares, the C Ordinary Shares and the D Ordinary Shares shall each have the right to receive notice of and attend and vote at any general meeting of the Company and each such holder present in person or by proxy or by representative (if a company) shall be entitled on a show of hands to one vote and on a poll to a percentage of the votes equivalent to the relevant holder's Proportion of the Equity (and for this purpose, the Relevant Date for determining the Proportion of the Equity shall be the date of Listing)</p> <p>Where</p> <p>"Triggering Event" means a Listing and/or a Sale and/or a Disposal (each as defined in the Articles)</p>	



Companies House

COMPANY NAME: T. BAILEY HOLDINGS LIMITED

COMPANY NUMBER: 09504386

A second filed SH01 was registered on 13/04/2016