

# SH01

## Return of allotment of shares



Companies House

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\*A5517E0P\*

A23 23/04/2016 #16  
COMPANIES HOUSE

A32 07/04/2016 #7  
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☒ **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.

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THU

### 1 Company details

Company number 09796165  
Company name in full GASCOIGNE HALMAN GROUP 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

From Date 31/03/2016  
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 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
C SHARES	£	94,470	£0.01	£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

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 ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
A ORDINARY SHARES	£80.00	£0.00	75,000	£ 750.00
B ORDINARY SHARES	£0.01	£0.00	25,000	£ 250.00
C SHARES	£1.00	£0.00	146,905	£ 1,469.05
				£
<b>Totals</b>			246,905	£ 2469.05

**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 ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
<b>Totals</b>				

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
<b>Totals</b>				

**6 Statement of capital (Totals)**

Please give the total number of shares and total aggregate nominal value of issued share capital.

Total number of shares

Total aggregate  
nominal value ❹

❹ **Total aggregate nominal value**  
Please list total aggregate values in  
different currencies separately. For  
example: £100 + €100 + \$10 etc.

❶ Including both the nominal value and any  
share premium.

❷ Total number of issued shares in this class.

❸ 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.

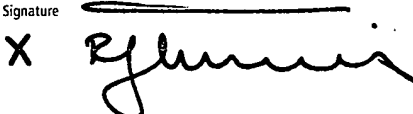

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**7 Statement of capital (Prescribed particulars of rights attached to shares)**

	Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in <b>Section 4</b> and <b>Section 5</b> .	
Class of share	A ORDINARY SHARES	
Prescribed particulars ①	<p>"A Ordinary Shares": means the A ordinary shares of £0.01 each in the capital of the Company;</p> <p>"B Ordinary Shares": means the B ordinary shares of £0.01 each in the capital of the Company;</p> <p>"C Shares": means the C shares of £0.01 each in the capital of the Company;</p> <p>PLEASE SEE CONTINUATION SHEET FOR FURTHER VARIATIONS.</p>	<p><b>① Prescribed particulars of rights attached to shares</b></p> <p>The particulars are:</p> <ul style="list-style-type: none"> <li>a particulars of any voting rights, including rights that arise only in certain circumstances;</li> <li>b particulars of any rights, as respects dividends, to participate in a distribution;</li> <li>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li> <li>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.</li> </ul> <p>A separate table must be used for each class of share.</p> <p><b>Continuation page</b> Please use a Statement of Capital continuation page if necessary.</p>
Class of share	B ORDINARY SHARES	
Prescribed particulars ①	Please refer to the pages setting out the prescribed particulars of A Ordinary Shares for the prescribed particulars of B Ordinary Shares in respect of dividends, capital distribution (including on a winding up), voting rights and rights of redemption.	
Class of share	C SHARES	
Prescribed particulars ①	Please refer to the pages setting out the prescribed particulars of A Ordinary Shares for the prescribed particulars of C Shares in respect of dividends, capital distribution (including on a winding up), voting rights and rights of redemption.	

**8 Signature**

	I am signing this form on behalf of the company.	
Signature	<p>Signature </p> <p>X  X</p>	<p><b>② Societas Europaea</b> 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.</p> <p><b>③ Person authorised</b> Under either section 270 or 274 of the Companies Act 2006.</p>
	This form may be signed by: Director ②, Secretary, Person authorised ③, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.	

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## Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	A ORDINARY SHARES	
Prescribed particulars	<p>"Controlling Interest": means an interest in shares giving to the holder or holders (and persons Acting in Concert with such person) control of the company within the meaning of section 1124 Corporation Tax Act 2010;</p> <p>"Group": means the Company and its Subsidiaries (if any) from time to time and references to member of the Group and Group Company are to be construed accordingly;</p> <p>"Proceeds": means the consideration or value to which Shareholders or any of them is entitled to receive upon a Sale or Return of Capital;</p> <p>"Return of Capital": means a return of assets on a liquidation or winding up, a buyback of shares or a capital reduction by the Company;</p> <p>"Sale": means a sale of a Controlling Interest in the Company or a sale of all or substantially all of the business undertaking and assets of the Group;</p> <p>"Subsidiaries": means subsidiary and subsidiary undertakings as defined in Schedule 6 of the 2006 Act. Subsidiary is to be construed accordingly;</p> <p>1.1 The share capital of the Company at the Adoption Date consists of A Ordinary Shares, B Ordinary Shares and C Shares which shall rank equally in all respects save as set out in this paragraph 1.</p> <p>1.2 On a Sale or Return of Capital (and whether paid to Shareholders by way of consideration for the transfer of shares, dividends or otherwise), the Proceeds will be distributed on a pari passu basis between the holders of the A Ordinary Shares and the B Ordinary Shares on a pro-rata basis (based on their holdings of A Ordinary Shares and B Ordinary Shares (as relevant)). The C Shares, shall in such circumstances, have no entitlement.</p> <p>1.3 Each A Ordinary Share and each B Ordinary Share will entitle its holder to receive notice of, attend and vote at any general meeting of the Company and to receive copies of and to agree any proposed written resolution. The C Shares shall have no entitlement to the matters set out in this paragraph 1.3.</p> <p>PLEASE SEE CONTINUATION SHEET FOR FURTHER</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	A ORDINARY SHARES	
Prescribed particulars	<p>1.4 The profits of the Company which are available for lawful distribution in respect of each financial year of the Company shall be applied in such amounts as the Board shall determine, taking into account the working capital requirements of the Group provided that any distribution shall be made between the A Ordinary Shares and B Ordinary Shares on a pro-rata basis. The C Shares shall not be entitled to any dividends.</p> <p>1.5 If the holder of A Ordinary Shares acquires or subscribes for any B Ordinary Shares, those B Ordinary Shares shall automatically convert into the same number of A Ordinary Shares from the date of registration of those B Ordinary Shares. If the holder of B Ordinary Shares acquires or subscribes for any A Ordinary Shares, those A Ordinary Shares shall automatically convert into the same number of B Ordinary Shares from the date of registration of those A Ordinary Shares.</p> <p>1.6 The A Ordinary Shares, B Ordinary Shares and C Shares do not confer any rights of redemption.</p>	

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**Presenter information**

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name **MARTYN HEYES**

Company name **MILLS & REEVE LLP**

Address **8TH FLOOR**

**1 NEW YORK STREET**

Post town **MANCHESTER**

County/Region

Postcode **M 1 4 A D**

Country

DX

Telephone **0161 234 8844**

**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](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto: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](http://www.companieshouse.gov.uk)