

In accordance with  
Section 555 of the  
Companies Act 2006.

# SH01

## Return of allotment of shares

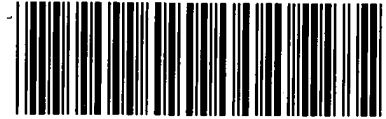


Go online to file this information  
[www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

☒ **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 sub-  
sidiaries on formation of the company  
for an allotment of a new class of  
shares by an unlimited company.

WEDNESDAY



\*A9KIR2U0\*

A40

23/12/2020

#47

COMPANIES HOUSE

### 1 Company details

Company number

Company name in full

#### → 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 <sup>1</sup>

From Date

To Date

#### <sup>1</sup> 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.)

#### <sup>2</sup> Currency

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

Currency <sup>2</sup>	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
	SEE CONTINUATION SHEET				

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)

SEE CONTINUATION SHEET

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**Statement of capital**

Complete the table(s) below to show the issued share capital at the date to which this return is made up.

**Complete a separate table for each currency (if appropriate).** For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

Please use a Statement of Capital continuation page if necessary.

Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	Number of shares	Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value	Total aggregate amount unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium
<b>Currency table A</b>				
	SEE CONTINUATION SHEETS			
<b>Totals</b>		0	0	

<b>Currency table B</b>				
<b>Totals</b>		0	0	

<b>Currency table C</b>				
<b>Totals</b>		0	0	

	Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
<b>Totals (including continuation pages)</b>	915002	50298.97	0.00

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

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

Please give the prescribed particulars of rights attached to shares for each class of share shown in the share capital tables in Section 4.

Class of share	SEE CONTINUATION SHEETS
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Prescribed particulars ①	
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Class of share	
----------------	--

Prescribed particulars ①	
-----------------------------	--

Class of share	
----------------	--

Prescribed particulars ①	
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**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.

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**Signature**

I am signing this form on behalf of the company.

Signature

Signature

X

DocuSigned by:

Nigel Moore

7A507044365B4EC...

X

This form may be signed by:

Director ② Secretary, Person authorised ②, 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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**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 **CLS/42599583**

Company name **Gateley Plc**

Address **One Eleven**

**Edmund Street**

Post town **Birmingham**

County/Region

Postcode **B 3 2 H J**

Country **United Kingdom**

DX **13033 Birmingham - 1**

Telephone **0121 234 0000**

**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 relevant 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](http://www.gov.uk/companieshouse) 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.gov.uk/companieshouse](http://www.gov.uk/companieshouse)**

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.

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If the allotted shares are fully or partly paid up otherwise than in cash, please  
state the consideration for which the shares were allotted.

Details of non-cash  
consideration.  
  
If a PLC, please attach  
valuation report (if  
appropriate)

216,413 OF THE B ORDINARY SHARES AND 90,000 OF THE C ORDINARY SHARES  
ISSUED ON THE ALLOTMENT DATE SHOWN ABOVE WERE ISSUED AS PART OF THE  
CONSIDERATION UNDER A SHARE PURCHASE AGREEMENT DATED 18 NOVEMBER 2020  
BETWEEN (1) STEVEN ST JOHN GORDON ROSS AND OTHERS AND (2) ENSCO 1375  
LIMITED.



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## Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	A ORDINARY	
Prescribed particulars	<p><b>1. VOTING</b></p> <p>Subject to articles 51 and 5.2 of the articles, the holders of the A Ordinary Shares (as defined in the articles) shall (in that capacity) be entitled to receive notice of, and to attend, speak and vote at, general meetings of the Company and to vote on any written resolution of the Shareholders (as defined in the articles) in accordance with article 53.2 of the articles.</p> <p>If the Investor Majority (as defined in the articles) serves a notice in writing on the Company pursuant to article 5.2 of the articles (an Enhanced Voting Event Notice) then with effect from the date that is three Business Days (as defined in the articles) from when the notice is received by the Company until such notice is withdrawn by a further notice in writing to the Company from the Investor Majority, the Voting Shares (as defined in the articles) (other than the A Ordinary Shares) (as each term is defined in the articles) shall, in relation to any general meeting of the Company and any written resolution of the Shareholders, be subject to a Suspension of Rights (as defined in the articles).</p> <p>Subject to articles 51, 53.3 and 5.2, upon any resolution proposed at a general meeting of the Company on a show of hands and on a poll every Voting Shareholder who is present in person or by proxy shall have one vote in respect of each Voting Share registered in his name and on a vote on a written resolution of the Shareholders every Voting Shareholder shall have one vote in respect of each Voting Share registered in his name.</p> <p>Except where article 5.2 of the articles applies, for so long as an LDC Shareholder (as defined in the articles) or any other LDC Entity (as defined in the articles) is the legal and/or beneficial owner of Shares (as defined in the articles), such Shares held by all LDC Shareholders and all LDC Entities (whether legally or beneficially) shall not confer more than 49.9% of the total voting rights of all Shares at any time.</p> <p><b>2. INCOME</b></p> <p>Subject to any distributions made pursuant to article 8.2, any profits available for distribution which the Company determines to distribute (which shall require Investor Approval) shall be distributed amongst the holders of the Equity Shares (as defined in the articles) <i>pari passu</i> as if they constituted one class of Shares (as defined in the articles) <i>pro rata</i> to the number of Equity Shares held by them.</p>	



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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	A ORDINARY (CONTINUED)	
Prescribed particulars	<p><b>3. CAPITAL - WINDING UP</b> Subject to article 7.2 on a return of capital of the Company on a winding up or otherwise (other than a redemption of Shares or the purchase by the Company of its own Shares) the surplus assets and retained profits of the Company available for distribution shall be distributed among the Shareholders as follows:</p> <p>A. where, immediately prior to the relevant distribution, all of the Chair Reserved Shares (as defined in the articles) and the NED Reserved Shares (as defined in the articles) have been allotted and issued and are not held by a Custodian (as defined in the articles), amongst the holders of the Equity Shares as if they constituted one class of shares pro rata to the number of Equity Shares held by them provided that for these purposes, the number of A Ordinary Shares shall be deemed to be such number of A Ordinary Shares together with the number of Chair Reserved Shares and/or NED Reserved Shares that are unissued or held by a Custodian at such time; or</p> <p>B. where, immediately prior to the relevant distribution, all or some of the Chair Reserved Shares and the NED Reserved Shares have either (i) not been allotted and issued or (ii) are held by a Custodian, amongst the holders of the Equity Shares as if they constituted one class of shares pro rata to the number of Equity Shares held by them, provided that for these purposes, the number of A Ordinary Shares shall be deemed to be such number of A Ordinary Shares together with the number of Chair Reserved Shares and/or NED Reserved Shares that are unissued or held by a Custodian at such time.</p> <p>The amount to be paid under article 7.1 or article 8 to any holder of Shares which are subject to a Suspension of Rights (as defined in the articles) pursuant to article 15 shall be capped at the Sale Price (determined in accordance with article 14.6) for those Shares</p> <p><b>4. CAPITAL - EXIT</b> In the event of a Share Sale (as defined in the articles), the selling Shareholders shall procure that:</p> <p>A. until such time as the holders of the A Ordinary Shares have received an Investor Return (as defined in the articles) over the period from the Commencement Date (as defined in the articles) to and including completion of the Share Sale equal to or in excess of:</p>	

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Class of share	A ORDINARY (CONTINUED)	
Prescribed particulars	<p>(i) an IRR (as defined in the articles) of at least 27.5%; and (ii) the Money Multiple (as defined in the articles), (the Required Return) the Realisation Value (as defined in the articles) shall (subject to article 7.2) be apportioned between the selling Shareholders on the same basis as set out in article 7; and</p> <p>B. once the holders of the A Ordinary Shares have received the Required Return, the surplus of the Realisation Value (the Surplus) shall be apportioned between the selling Shareholders as follows:</p> <p>(i) 10% of the Surplus shall be paid to the holders of the C Ordinary Shares pro rata between them according to the number of C Ordinary Shares held by each of them; and (ii) the balance of the Surplus shall be paid to the selling Shareholders as follows:</p> <p>(a) where, immediately prior to completion of the relevant Share Sale, all of the Chair Reserved Shares and the NED Reserved Shares have been allotted and issued and are not held by a Custodian, amongst the holders of the Equity Shares as if they constituted one class of shares pro rata to the number of Equity Shares held by them; or</p> <p>(b) where, immediately prior to completion of the relevant Share Sale, all or some of the Chair Reserved Shares and the NED Reserved Shares have either (i) not been allotted and issued or (ii) are held by a Custodian, amongst the holders of the Equity Shares as if they constituted one class of shares pro rata to the number of Equity Shares held by them, provided that for these purposes, the number of A Ordinary Shares shall be deemed to be such number of A Ordinary Shares together with the number of Chair Reserved Shares and/or NED Reserved Shares that are unissued or held by a Custodian at such time.</p> <p>5. REDEMPTION The A Ordinary Shares are non-redeemable.</p>	

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Class of share	B ORDINARY	
Prescribed particulars	<p><b>1. VOTING</b></p> <p>Subject to articles 51 and 5.2 of the articles, the holders of the B Ordinary Shares (as defined in the articles) shall (in that capacity) be entitled to receive notice of, and to attend, speak and vote at, general meetings of the Company and to vote on any written resolution of the Shareholders (as defined in the articles) in accordance with article 53.2 of the articles.</p> <p>If the Investor Majority (as defined in the articles) serves a notice in writing on the Company pursuant to article 5.2 of the articles (an Enhanced Voting Event Notice) then with effect from the date that is three Business Days (as defined in the articles) from when the notice is received by the Company until such notice is withdrawn by a further notice in writing to the Company from the Investor Majority, the Voting Shares (as defined in the articles) (other than the A Ordinary Shares) (as each term is defined in the articles) shall, in relation to any general meeting of the Company and any written resolution of the Shareholders, be subject to a Suspension of Rights (as defined in the articles).</p> <p>Subject to articles 51, 53.3 and 5.2, upon any resolution proposed at a general meeting of the Company on a show of hands and on a poll every Voting Shareholder who is present in person or by proxy shall have one vote in respect of each Voting Share registered in his name and on a vote on a written resolution of the Shareholders every Voting Shareholder shall have one vote in respect of each Voting Share registered in his name.</p> <p><b>2. INCOME</b></p> <p>Subject to any distributions made pursuant to article 8.2, any profits available for distribution which the Company determines to distribute (which shall require Investor Approval) shall be distributed amongst the holders of the Equity Shares (as defined in the articles) pari passu as if they constituted one class of Shares (as defined in the articles) pro rata to the number of Equity Shares held by them.</p>	

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

Class of share	B ORDINARY (CONTINUED)
Prescribed particulars	<p><b>3. CAPITAL - WINDING UP</b> Subject to article 7.2 on a return of capital of the Company on a winding up or otherwise (other than a redemption of Shares or the purchase by the Company of its own Shares) the surplus assets and retained profits of the Company available for distribution shall be distributed among the Shareholders as follows:</p> <p>A. where, immediately prior to the relevant distribution, all of the Chair Reserved Shares (as defined in the articles) and the NED Reserved Shares (as defined in the articles) have been allotted and issued and are not held by a Custodian (as defined in the articles), amongst the holders of the Equity Shares as if they constituted one class of shares pro rata to the number of Equity Shares held by them provided that for these purposes, the number of A Ordinary Shares shall be deemed to be such number of A Ordinary Shares together with the number of Chair Reserved Shares and/or NED Reserved Shares that are unissued or held by a Custodian at such time; or</p> <p>B. where, immediately prior to the relevant distribution, all or some of the Chair Reserved Shares and the NED Reserved Shares have either (i) not been allotted and issued or (ii) are held by a Custodian, amongst the holders of the Equity Shares as if they constituted one class of shares pro rata to the number of Equity Shares held by them, provided that for these purposes, the number of A Ordinary Shares shall be deemed to be such number of A Ordinary Shares together with the number of Chair Reserved Shares and/or NED Reserved Shares that are unissued or held by a Custodian at such time.</p> <p>The amount to be paid under article 7.1 or article 8 to any holder of Shares which are subject to a Suspension of Rights (as defined in the articles) pursuant to article 15 shall be capped at the Sale Price (determined in accordance with article 14.6) for those Shares</p> <p><b>4. CAPITAL - EXIT</b> In the event of a Share Sale (as defined in the articles), the selling Shareholders shall procure that:</p> <p>A. until such time as the holders of the A Ordinary Shares have received an Investor Return (as defined in the articles) over the period from the Commencement Date (as defined in the articles) to and including completion of the Share Sale equal to or in excess of:</p>

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Prescribed particulars	<p><b>1. VOTING</b></p> <p>Subject to articles 51 and 5.2 of the articles, the holders of the C Ordinary Shares (as defined in the articles) shall (in that capacity) be entitled to receive notice of, and to attend, speak and vote at, general meetings of the Company and to vote on any written resolution of the Shareholders (as defined in the articles) in accordance with article 53.2 of the articles.</p> <p>If the Investor Majority (as defined in the articles) serves a notice in writing on the Company pursuant to article 5.2 of the articles (an Enhanced Voting Event Notice) then with effect from the date that is three Business Days (as defined in the articles) from when the notice is received by the Company until such notice is withdrawn by a further notice in writing to the Company from the Investor Majority, the Voting Shares (as defined in the articles) (other than the A Ordinary Shares) (as each term is defined in the articles) shall, in relation to any general meeting of the Company and any written resolution of the Shareholders, be subject to a Suspension of Rights (as defined in the articles).</p> <p>Subject to articles 51, 53.3 and 5.2, upon any resolution proposed at a general meeting of the Company on a show of hands and on a poll every Voting Shareholder who is present in person or by proxy shall have one vote in respect of each Voting Share registered in his name and on a vote on a written resolution of the Shareholders every Voting Shareholder shall have one vote in respect of each Voting Share registered in his name.</p> <p><b>2. INCOME</b></p> <p>Subject to any distributions made pursuant to article 8.2, any profits available for distribution which the Company determines to distribute (which shall require Investor Approval) shall be distributed amongst the holders of the Equity Shares (as defined in the articles) pari passu as if they constituted one class of Shares (as defined in the articles) pro rata to the number of Equity Shares held by them.</p>	

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