

CS01

Confirmation statement



Companies House

342783 #10



Go online to file this information
www.gov.uk/companieshouse

A fee may be payable
Please see 'How to pay'

TUESDAY



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06/03/2018

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COMPANIES HOUSE

www.gov.uk/companieshouse

☒ **What this form is for**
You may use this form to confirm
that the company has filed up to
date. You must file a confirmation
statement at least once every year.

☐ **What this form is NOT**
You cannot use this form
of changes to the company officers,
registered office address, or single
alternative inspection address
(SAIL) information.

Before you start

You can check your company details for free on our online service:
www.beta.companieshouse.gov.uk

Change to your company information

If you need to make any changes to:

- **Part 1** Principal business activities or standard industrial classification (SIC)
- **Part 2** Statement of capital
- **Part 3** Trading status of shares and exemption from keeping a register of people with significant control (PSC)
- **Part 4** Shareholder information
- **Part 5** Information about people with significant control (PSC)

Use the additional parts of this form to do this.

Other changes

If you need to make any
changes to:

- registered office address
- single alternative inspection address (SAIL) and company records
- officer appointments

You must do this separately
before or at the same time as this
confirmation statement.

1 Company details

Company number S C 0 0 4 5 8 5

Company name in full THE DUNDEE FOOTBALL CLUB LIMITED

→ Filling in this form

Please complete in typescript or in
bold black capitals.

2 Confirmation date

Please give the confirmation statement date. You must deliver this form within
14 days of this date. Please check your company records for the date of your
confirmation period.

Confirmation date 1 d 1 d 3 m 0 m 2 y 2 y 0 y 1 y 8

① Check when your confirmation statement is due

To check your confirmation
statement date:

www.beta.companieshouse.gov.uk

You can make a statement at
any time during the confirmation
period. This will change your next
confirmation date.

3 Confirmation statement

I confirm that all information required to be delivered by the company pursuant
to section 853A(1)(a) of the Companies Act 2006 in relation to the confirmation
period ending on the confirmation date above either has been delivered or is
being delivered with this statement.

Signature

Signature

X

X

This form may be signed by:
Director ②, Secretary, Person authorised ②, Charity commission receiver and
manager, CIC manager, Judicial factor.

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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Part 1

Standard industrial classification (SIC) code change

Only use this part to tell us of any changes to your standard industrial classification codes during this confirmation period.

✓ **This part must be sent
at the same time as your
confirmation statement.**

✗ **Do not send this part if none of
your SIC codes have changed.**

For further information, please
refer to our guidance at
www.gov.uk/companieshouse

Standard industrial classification (SIC)
To check your current SIC code(s):
www.beta.companieshouse.gov.uk

A1

New standard industrial classification code ^①

Please show any new SIC codes.

Classification code 1					
Classification code 2					
Classification code 3					
Classification code 4					

If you cannot determine a code, please give a brief description of the
company's business activity below:

Principal activity
description

① Standard industrial classification
Provide a trade classification code
(SIC code 2007) or a description of
your company's main business in
this section.

A full list of the trade classification
codes are available on our website:
www.gov.uk/companieshouse

A2

Removal of standard industrial classification

Please show any SIC codes which no longer apply.

Classification code 1					
Classification code 2					
Classification code 3					
Classification code 4					

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Part 2

Statement of capital change

Complete this part in full if there has been any change to your share capital or prescribed particulars since the last statement of capital was delivered.

✓ **This part must be sent at the same time as your confirmation statement.**

✗ Not required for companies without share capital.

For further information, please refer to our guidance at www.gov.uk/companieshouse

You must complete both sections B1 and B2.

B1

Share capital

Complete the table(s) below to show the issued share capital.

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

Continuation pages

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
Currency table A				
GB Pound	Ordinary	133,542,406.00	1,335,424.06	
GB Pound	A Ordinary	15,475,294.00	154,752.94	
Totals		149,017,700.00	1,490,177.00	
Currency table B				
Totals				
Currency table C				
Totals				
Totals (including continuation pages)		Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
		149,017,700.00	1,490,177.00	0

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

SH01 - continuation page

Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	A Ordinary	
Prescribed particulars	<p>6.5 The rights attached to a class of shares may, in the case of each class, be altered or abrogated (whether or not the Company is being wound up) only with the prior consent of the holders of the issued shares of that class given in accordance with Article 6.6.</p> <p>6.6 The consent of the holders of a class of shares may be given by:</p> <p>6.6.1 a special resolution passed at a separate general meeting of the holders of that class; or</p> <p>6.6.2 a written resolution in any form signed by or on behalf of the holders of not less than 75 per cent in nominal value of the issued shares of that class.</p> <p>6.7 The following will be deemed to constitute a variation of the rights attached to the "A" Ordinary Shares:</p> <p>6.7.1 the passing of any resolution to appoint a liquidator to the Company;</p> <p>6.7.2 the sale or transfer of the whole, or substantially the whole, of the business and assets of the Company;</p> <p>6.7.3 the making of a dividend or any form of distribution to the shareholders of the Company (including, without prejudice to the generality of the foregoing, any purchase or redemption by the Company of its shares);</p> <p>6.7.4 the approval of any transaction between the Company and its directors (or any person connected to the Directors) which requires to be authorised or approved by the shareholders of the Company under the Statutes (including, without prejudice to the generality of the foregoing, section 190 of the Companies Act 2006);</p> <p>6.7.5 the Company entering into any arrangements under which the First Team will habitually play its "home" games at a location other than the Stadium, except for temporary arrangements for a period not exceeding one year on health and safety grounds or due to the unavailability of the Stadium;</p> <p>6.7.6 any material change to the primary "home" colours of the First Team, or any material change to the badge appearing on any playing uniforms of the First Team;</p> <p>6.7.7 the Company entering into any arrangements under which any other professional or semi-professional football team habitually uses the Stadium to play its "home" games, except for temporary arrangements for a period not exceeding one year;</p> <p>6.7.8 any arrangements under which, for the purposes of any competition in which the First Team is entered, the First Team is considered to be amalgamated or merged with an equivalent team which is (or, prior to such arrangements, was) registered as a separate member of the Scottish Football Association and/or any other relevant body;</p> <p>6.7.9/...</p>	

SH01 - continuation page

Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	A Ordinary	
Prescribed particulars	<p>6.7.9 the incurrence or accrual by the Company of Debt in excess of an aggregate amount at any time of £50,000, except for:</p> <ul style="list-style-type: none"> (i) hire or lease purchase, or any other form of asset finance, to effect the purchase of moveable assets; and (ii) any other debts or obligations incurred in the ordinary and proper course of business which will be paid within 12 months of being incurred; <p>6.7.10 any issue of any new shares or any variation of the issued share capital which adversely affects the rights attaching to the "A" Ordinary Shares (and, for the avoidance of doubt, the rights attaching to the "A" Ordinary Shares shall be deemed to be adversely affected by the creation of any class of share which ranks in priority to or pari passu with the rights attaching to the A Ordinary Shares) or the variation of any rights of any existing issued share having the same effect; and/or</p> <p>6.7.11 any variation (whether direct or indirect), substitution or deletion of the provisions of all or any part of Articles 6.3 to 6.7, Article 32 or Articles 79 to 83 inclusive.</p>	

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B2

Prescribed particulars

Please give the prescribed particulars of rights attached to each class of share shown in the 'share capital' tables in **Section B1**.

Class of share	A Ordinary
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Prescribed particulars	<p>Shares rank equally for voting purposes. On a show of hands each member shall have one vote and on a poll each member shall have one vote per share held.</p> <p>A Ordinary Shares have further rights as per the two continuation pages.</p>
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Class of share	Ordinary
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Prescribed particulars	<p>Shares rank equally for voting purposes. On a show of hands each member shall have one vote and on a poll each member shall have one vote per share held.</p>
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Class of share	
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Prescribed particulars	
------------------------	--

Prescribed particulars of rights attached to shares

The particulars are:

- particulars of any voting rights, including rights that arise only in certain circumstances;
- particulars of any rights, as respects dividends, to participate in a distribution;
- particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- 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.

Please use a prescribed particulars continuation page if necessary.

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Part 3

Trading status of shares and exemption from keeping a register of people with significant control (PSC)

Use this Part to tell us of the trading status of shares and information about exemption from keeping a PSC register (if this is the first time you're giving this information or if any of this information has changed since you last gave it).

✓ This part must be sent
at the same time as your
confirmation statement.

✗ Do not send if none of this
information has changed.

For further information, please
refer to our guidance at
www.gov.uk/companieshouse

C1

Company's shares admitted to trading on a market ^①

Were any shares admitted to trading on a market during the confirmation period? Please tick the appropriate box below:

- ☒ **No** go to **Part 4 section D1** 'Non traded shareholders'
- ☐ **Yes** go to **Section C2** 'DTR5'

^① A market is one established under the rules of a UK recognised investment exchange or any other regulated markets in or outside of the UK, or any other market outside of the UK. The current UK recognised investment exchanges and regulated markets can be found at: www.fsa.gov.uk/register/exchanges.

C2

Exemption from providing shareholder information (DTR5) ^②

Throughout the confirmation period, was the company a traded company and an issuer to which DTR5 applies? Please tick the appropriate box below:

- ☐ **No** go to **Section C3** 'Exemption from keeping a PSC register'.
- ☐ **Yes** You have now finished this Part and do not need to complete Parts 4 or 5.

^② Please review and complete (if necessary) this section if you have answered 'Yes' to section C1 'Company's shares admitted to trading on a market'.

DTR5

DTR5 refers to the Vote Holder and Issuer Notification Rules contained in Chapter 5 of the Disclosure and Transparency Rules source book issued by the Financial Services Authority. Notification is required when the percentage acquisition of a shareholder in the company has reached a certain threshold (starting at 3%).

C3

Exemption from keeping a people with significant control (PSC) register ^③

Is the company exempt or has it ever been exempt from keeping a PSC register:

- **Yes** continue (Tick only one box).
- **No** go to **Part 4 section D2** 'Shareholder information for certain traded companies'.

Please tick the appropriate statement:

- ☐ The company is exempt from the requirement to obtain information and keep a register of its PSC because the company has voting shares admitted to trading on a regulated market in an EEA State other than the United Kingdom.
- ☐ The company is exempt from the requirement to obtain information and keep a register of its PSC because the company has voting shares admitted to trading on a market listed in Schedule 1 of the Register of People with Significant Control Regulations 2016.
- ☐ The exemption from keeping a PSC register (Part 21A) no longer applies. ^④

Please review and complete (if necessary) this section if you have answered 'No' to section C2 'DTR5'.

^③ Exemption from keeping a PSC register

In accordance with Part 21A of the Companies Act 2006.

^④ Exemption from keeping a PSC register no longer applies.

If you need to provide PSC information complete and return any relevant sections of Part 5.

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Part 4

Shareholder information change

Only use this Part to tell us of a change to shareholder information since the company last delivered this information.

☒ If completed this Part must be sent at the same time as your confirmation statement.

☒ Not required for companies without share capital.

For further information, please refer to our guidance at www.gov.uk/companieshouse

D1

Shareholder information for a non-traded company ¹

How is the list of shareholders enclosed. Please tick the appropriate box below:

☐ The list of shareholders is enclosed on paper.

☒ The list of shareholders is enclosed in another format.

¹ Further shareholders
Please use a Shareholder information (for a non-traded company) continuation page if necessary.

Show any information that has changed for each person.

Please list the company shareholders in alphabetical order. Joint shareholders should be listed consecutively.

Shareholder's Name (Address not required)	Class of share	Shares held at confirmation date	Shares transferred (if appropriate)	
		Number of shares	Number of shares	Date of registration of transfer
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /

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D2

Shareholder information for certain traded companies (not DTR5)

Give details of any change to the information (since you last gave it) about people who held at least 5% of the issued shares of any class at the end of the confirmation period.

Please list the shareholders in alphabetical order. Joint shareholders should be listed consecutively.

Further shareholders
Please use a 'Shareholder information – certain traded companies (not a DTR5 company)' continuation page if necessary.

		Shares held at confirmation date	
Shareholder's name	Shareholder's address	Class of share	Number of shares

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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

Company name

Thorntons Law LLP

Address

Whitehall House

33 Yeaman Shore

Post town

Dundee

County/Region

Postcode

D

D

1

4

B

J

Country

Scotland

DX

DD157

Telephone

01382 229111

**Checklist**

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The company name and number match the information held on the public Register.
- ☐ You have checked the company information that we hold.
- ☐ You have shown any relevant changes made to your information on the additional parts to this form or filed the appropriate form before or at the same time as this confirmation statement.
- ☐ You have signed the form.
- ☐ You have enclosed the correct fee if appropriate.

**How to pay**

You must include a £40 fee with the first Confirmation Statement you file each year. Further Confirmation Statements made in the same year don't require a fee.

Make cheques or postal orders payable to 'Companies House.'

**Important information**

All information on this form will appear on the public record, apart from information relating to usual residential addresses and day of birth.

**Where to send**

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales:

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

For companies registered in Scotland:

The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post).

For companies registered in Northern Ireland:

The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG.
DX 481 N.R. Belfast 1.

**Further information**

For further information, please see the guidance notes on the website at www.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse