# **SH01**

#### Return of allotment of shares



You can use the WebFiling service to file this form online Please go to www.companieshouse.gov.uk X What this form What this form is for You may use this form to give You cannot use t notice of shares allotted following notice of shares incorporation. on formation of for an allotmen 28/03/2014 COMPANIES HOUSE shares by an un... Company details → Filling in this form Company number C 0 0 Please complete in typescript or in bold black capitals. Company name in full Low & Bonar PLC All fields are mandatory unless specified or indicated by \* Allotment dates • From Date Allotment date If all shares were allotted on the To Date 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. Shares allotted Please give details of the shares allotted, including bonus shares. Q Currency If currency details are not (Please use a continuation page if necessary.) completed we will assume currency is in pound sterling. Amount (if any) Class of shares Currency 0 Number of shares Nominal value of Amount paid (E.g. Ordinary/Preference etc.) allotted each share (including share unpaid (including premium) on each share premium) on share each share Ordinary 2,710 £0.75725 £0.05 If the allotted shares are fully or partly paid up otherwise than in cash, please Continuation page Please use a continuation page if state the consideration for which the shares were allotted. necessary. Details of non-cash consideration. If a PLC, please attach valuation report (if appropriate)

	SHO1 Return of allotme	nt of shares				
<del></del>	Statement of ca	pital	<del></del>			<del></del>
		tion 5 and Section 6, pital at the date of this	if appropriate) should refl return.	ect the		
4	Statement of ca	pital (Share capital	in pound sterling (£)	)		
		nch class of shares held ection 4 and then go t	in pound sterling. If all yo o Section 7.	our		
Class of shares (E.g. Ordinary/Preference etc	:.)	Amount paid up on each share	Amount (if any) unpaid on each share	Number of sha	res <b>0</b>	Aggregate nominal value
See separate shee	t					£
						£
						£
						£
			Totals	\		£
Please complete a sep Currency						
Class of shares (E.g. Ordinary / Preference et	tc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of sha	res 🕖	Aggregate nominal value
<u> </u>	<del></del>		<del></del>	[		<u> </u>
		<u> </u>	Totals	 		!
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Currency						
Class of shares (E.g. Ordinary/Preference etc	L)	Amount paid up on each share <b>O</b>	Amount (if any) unpaid on each share ①	Number of sha	res <b>0</b>	Aggregate nominal value 6
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		<u> </u>	<u> </u>	 		<u> </u>
			Totals	<u> </u>		<u> </u>
6	Statement of ca	pital (Totals)				
	Please give the total issued share capital.		total aggregate nominal v	alue of	Please li	gregate nominal value st total aggregate values in
Total number of shares	481,532,468		<del></del>			currencies separately. For : £100 + €100 + \$10 etc.
Total aggregate nominal value •	£47,642,296.20					
● Including both the noming share premium.  ● Total number of issued s		E.g. Number of shares iss nominal value of each sh	are. Plea	tinuation Pag se use a Staten e if necessary.		al continuation

# SH01 - continuation page Return of allotment of shares

#### Statement of capital

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

Class of the con-				<del></del>
Class of shares (E.g. Ordinary/preference etc.)	Amount paid up on each share	Amount (if any) unpaid on each share •	Number of shares 2	Aggregate nominal value €
Ordinary	£0.2894		326,561,316	£16,328,065.80
6% First Cumulative Preference	£1		100,000	£100,000
6% Second Cumulative Preference	£1		100,000	£100,000
5.5% Third Cumulative Preference	£1		200,000	£200,000
Deferred	£0.20		154,571,152	£30,914,230.40
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<del></del>	<del> </del>	_		
<del></del>		Totals	481,532,468	£47,642,296.20

share premium.

nominal value of each share.

Total number of issued shares in this class.

SH01 Return of allotment of shares

rescribed particulars    Continuation page   Freecribed particulars			
class of share  See separate shares (Lass of share)  Care (Lass of shar	7	Statement of capital (Prescribed particulars of rights attached to sh	pares)
Associated particulars   See separate shares   See separate shar		class of share shown in the statement of capital share tables in Section 4	attached to shares
certain discussances; b particulars of any rights, as respects dividends, to participate in a distribution; c particulars of any rights, as respects dividends to participate in a distribution (including on winding up); and d whether the shares are to be endemend of are liable to pulson of the confidence of a reliable to the confidence of th	Class of share	See separate shares share	a particulars of any voting rights,
A separate table must be used for each class of share.  Continuation page Please use a Statement of Capital continuation page if necessary.  Class of share  I am signing this form on behalf of the company.  Separate  I am signing this form on behalf of the company.  This form may be signed by: Director • Secretary, Person authorised • Administrator, Administrative receiver, Under either section 270 or 274 of the Companies At 2006.	Prescribed particulars		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
Signature  I am signing this form on behalf of the company.  Signature  I am signing this form on behalf of the company.  This form may be signed by: Director <b>Q</b> Secretary, Person authorised <b>Q</b> , Administrator, Administrative receiver, Under either section 270 or 274 of the Company Administrator receiver,  Oscietas Europaea If the form is being filed on behalf of a Societas Europaea If which organ of the SE the person signing has membership.  OPerson authorised Under either section 270 or 274 of the Company Response Response 1900 Person authorised Under either section 270 or 274 of the Companies Act 2006.	Class of share		j '
I am signing this form on behalf of the company.  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.  This form may be signed by: Director Secretary, Person authorised Administrator, Administrative receiver, the Companies Act 2006.	Prescribed particulars  Class of share  Prescribed particulars		each class of share.  Continuation page Please use a Statement of Capital
I am signing this form on behalf of the company.  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.  This form may be signed by: Director Secretary, Person authorised Administrator, Administrative receiver, the Companies Act 2006.			
Signature  Signature  Signature  Signature  Signature  Signature  This form may be signed by: Director Secretary, Person authorised Administrator, Administrative receiver,  Director Secretary, Person authorised On Administrator, Administrative receiver,  This form may be signed by: Director Secretary, Person authorised On Administrator, Administrative receiver,  This form may be signed by: Director Secretary, Person authorised On Administrator, Administrative receiver,  This form may be signed by: Director Secretary, Person authorised On Person authorised On Person authorised On Person Administrative receiver,  This form may be signed by: Director Secretary, Person authorised On Person Administrative receiver,  This form may be signed by: Director Secretary, Person authorised On Person Administrative receiver,  This form may be signed by: Director Secretary, Person authorised On Person Administrative receiver,  This form may be signed by: Director Secretary, Person Administrator, Administrative receiver,  This form may be signed by: Director Secretary, Person Administrator, Administrative receiver,  This form may be signed by: Director Secretary, Person Administrator, Administrative receiver,  This form may be signed by: Director Secretary, Person Administrator, Administrative receiver,  This form may be signed by: Director Secretary, Person Administrator, Administrative receiver,  This form may be signed by: Director Secretary, Person Administrator, Administrative receiver,  This form may be signed by: Director Secretary, Person Administrator, Administrative receiver,  This form may be signed by: Director Secretary, Person Administrator, Administrative receiver,  This form may be signed by: Director Secretary, Person Administrator, Administrative receiver,  This form may be signed by: Director Secretary, Person Administrator, Administrative receiver,  This form may be signed by: Director Secretary, Person Administrator, Administrative receiver,  This first form may be signed by: Director Secretary, Person Admi	8		
Signature  Signature  Signature  A  of a Societas Europaea (SE) please delete 'director' and insert details of which organ of the SE the person signing has membership.  This form may be signed by: Director  Secretary, Person authorised  Under either section 270 or 274 of the Companies Act 2006.		I am signing this form on behalf of the company.	
Receiver, Receiver manager, CIC manager.	Signature	This form may be signed by: Director Secretary, Person authorised Administrator, Administrative receiver,	of a Societas Europaea (SE) please delete 'director' and insert details of which organ of the SE the person signing has membership.  Person authorised Under either section 270 or 274 of
		Receiver, Receiver manager, CIC manager.	

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

Class of share

Ordinary shares

Prescribed particulars

On a show of hands every member, who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative, shall have one vote and every proxy present who has been duly appointed by a member entitled to vote on the resolution shall have one vote.

No member shall, unless the directors otherwise determine, be entitled to be present or to be counted in a quorum or to vote either personally or by proxy or otherwise at any General Meeting of the Company or at any separate General Meeting of the holders of any class of the shares of the Company or upon a poll or to exercise any other right conferred by membership in relation to meetings of the Company if any call or other sum presently payable by him to the Company in respect of shares in the Company of which he is the holder (whether alone or jointly with any other person), together with interest, costs, charges and expenses (if any), remains unpaid. If any member, or any other person appearing to be interested in shares held by such member, has been duly served with a notice under section 793 of the Companies Act 2006 and is in default for the prescribed period in supplying to the Company the information thereby required, then (unless the directors otherwise determine) in respect of:

- (a) the shares comprising the shareholding account in the Register of Members which comprises or includes the shares in relation to which the default occurred (all or the relevant number as appropriate of such shares being the default shares which expression shall include any further shares which are issued in respect of such shares); and
- (b) any other shares held by the member,

the member shall (for so long as the default continues) not nor shall any transferee to which any of such shares are transferred other than pursuant to an approved transfer or pursuant to Article 71.3(b) be entitled to be present or to vote either personally or by proxy at a General Meeting of the Company or a meeting of the holders of any class of shares of the Company or to exercise any other right conferred by membership in relation to General Meetings of the Company or meetings of the holders of any class of shares of the Company.

### SH01 - continuation page

Return of allotment of shares



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

Class of share

Ordinary shares

Prescribed particulars

The profits which the Company may determine to distribute in respect of any financial year or other period for which its accounts are made up shall be applied, in the first place, in paying to the holders of the First Cumulative Preference Stock a fixed cumulative preferential dividend at the rate of 6 per cent., per annum: in the second place, in paying to the holders of the Second Cumulative Preference Stock a fixed cumulative preferential dividend at the rate of 6 per cent., per annum: and, in the third place, in paying to the holders of the Third Cumulative Preference Stock a fixed cumulative preferential dividend at the rate of 5½ per cent. per annum, and, subject to any special rights which may be attached to any shares hereafter created or issued, the balance of the said profits shall be distributed among the holders of the Ordinary Shares.

## SH01 - continuation page

Return of allotment of shares



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

Class of share

6% First Cumulative Preference shares

Prescribed particulars

On a show of hands every member, who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative, shall have one vote and every proxy present who has been duly appointed by a member entitled to vote on the resolution shall have one vote. On a poll every member who is present in person or by a proxy, or, in the case of a corporation, by a duly authorised representative or proxy, shall have four votes for every £1 of First Cumulative Preference Stock of which he is the holder provided always that the Cumulative Preference Stock of any class shall not entitle the holders thereof to receive notice of or attend or vote at any General Meeting unless either:

(a) at the date of the notice convening the meeting the dividend on that class is twelve months in arrears and so that, for this purpose, the dividend on the First Cumulative Preference Stock shall be deemed to be payable half-yearly on the First day of March and the First day of September in every year in respect of the six months

ending on those dates; or

(b) the business of the meeting includes the consideration of a resolution directly varying or abrogating the rights and privileges attached to that class of Cumulative Preference Stock. No member shall, unless the directors otherwise determine, be entitled to be present or to be counted in a quorum or to vote either personally or by proxy or otherwise at any General Meeting of the Company or at any separate General Meeting of the holders of any class of the shares of the Company or upon a poll or to exercise any other right conferred by membership in relation to meetings of the Company if any call or other sum presently payable by him to the Company in respect of shares in the Company of which he is the holder (whether alone or jointly with any other person), together with interest, costs, charges and expenses (if any), remains unpaid. If any member, or any other person appearing to be interested in shares held by such member, has been duly served with a notice under section 793 of the Companies Act 2006 and is in default for the prescribed period in supplying to the Company the information thereby required, then (unless the directors otherwise determine) in respect of:

(c) the shares comprising the shareholding account in the Register of Members which comprises or includes the shares in relation to which the default occurred (all or the relevant number as appropriate of such shares being the default shares which expression shall include any further shares which are issued in

respect of such shares); and

(d) any other shares held by the member,

# SH01 - continuation page Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to sha	ares) ———————
lass of share	6% First Cumulative Preference shares	
Prescribed particulars	the member shall (for so long as the default continues) not nor shall any transferee to which any of such shares are transferred other than pursuant to an approved transfer or pursuant to Article 71.3(b) be entitled to be present or to vote either personally or by proxy at a General Meeting of the Company or a meeting of the holders of any class of shares of the Company or to exercise any other right conferred by membership in relation to General Meetings of the Company or meetings of the holders of any class of shares of the Compan	

## SH01 - continuation page

Return of allotment of shares



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

Class of share

6% First Cumulative Preference shares

Prescribed particulars

The profits which the Company may determine to distribute in respect of any financial year or other period for which its accounts are made up shall be applied, in the first place, in paying to the holders of the First Cumulative Preference Stock a fixed cumulative preferential dividend at the rate of 6 per cent., per annum: in the second place, in paying to the holders of the Second Cumulative Preference Stock a fixed cumulative preferential dividend at the rate of 6 per cent., per annum: and, in the third place, in paying to the holders of the Third Cumulative Preference Stock a fixed cumulative preferential dividend at the rate of 5½ per cent. per annum, and, subject to any special rights which may be attached to any shares hereafter created or issued, the balance of the said profits shall be distributed among the holders of the Ordinary Shares.

### SH01 - continuation page

Return of allotment of shares



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

Class of share

6% second Cumulative Preference shares

Prescribed particulars

On a show of hands every member, who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative, shall have one vote and every proxy present who has been duly appointed by a member entitled to vote on the resolution shall have one vote. On a poll every member who is present in person or by a proxy, or, in the case of a corporation, by a duly authorised representative or proxy, shall have four votes for every £1 of Second Cumulative Preference Stock of which he is the holder provided always that the Cumulative Preference Stock of any class shall not entitle the holders thereof to receive notice of or attend or vote at any General Meeting unless either:

- (a) at the date of the notice convening the meeting the dividend on that class is twelve months in arrears and so that, for this purpose, the dividend on the Second Cumulative Preference Stock a shall be deemed to be payable half-yearly on the First day of March and the First day of September in every year in respect of the six months ending on those dates; or
- (b) the business of the meeting includes the consideration of a resolution directly varying or abrogating the rights and privileges attached to that class of Cumulative Preference Stock. No member shall, unless the directors otherwise determine, be entitled to be present or to be counted in a quorum or to vote either personally or by proxy or otherwise at any General Meeting of the Company or at any separate General Meeting of the holders of any class of the shares of the Company or upon a poll or to exercise any other right conferred by membership in relation to meetings of the Company if any call or other sum presently payable by him to the Company in respect of shares in the Company of which he is the holder (whether alone or jointly with any other person), together with interest, costs, charges and expenses (if any), remains unpaid. If any member, or any other person appearing to be interested in shares held by such member, has been duly served with a notice under section 793 of the Companies Act 2006 and is in default for the prescribed period in supplying to the Company the information thereby required, then (unless the directors otherwise determine) in respect of:
- (c) the shares comprising the shareholding account in the Register of Members which comprises or includes the shares in relation to which the default occurred (all or the relevant number as appropriate of such shares being the default shares which expression shall include any further shares which are issued in respect of such shares); and
- (d) any other shares held by the member

# SH01 - continuation page Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to st
Class of share	6% Second Cumulative Preference shares
Prescribed particulars	the member shall (for so long as the default continues) not nor shall any transferee to which any of such shares are transferred other than pursuant to an approved transfer or pursuant to Article 71.3(b) be entitled to be present or to vote either personally or by proxy at a General Meeting of the Company or a meeting of the holders of any class of shares of the Company or to exercise any other right conferred by membership in relation to General Meetings of the Company or meetings of the holders of any class of shares of the Compan
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### SH01 - continuation page

Return of allotment of shares



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

Class of share

6% Second Cumulative Preference shares

Prescribed particulars

The profits which the Company may determine to distribute in respect of any financial year or other period for which its accounts are made up shall be applied, in the first place, in paying to the holders of the First Cumulative Preference Stock a fixed cumulative preferential dividend at the rate of 6 per cent., per annum: in the second place, in paying to the holders of the Second Cumulative Preference Stock a fixed cumulative preferential dividend at the rate of 6 per cent., per annum: and, in the third place, in paying to the holders of the Third Cumulative Preference Stock a fixed cumulative preferential dividend at the rate of 5½ per cent. per annum, and, subject to any special rights which may be attached to any shares hereafter created or issued, the balance of the said profits shall be distributed among the holders of the Ordinary Shares.

### SH01 - continuation page

Return of allotment of shares



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

Class of share

5.5% Third Cumulative Preference shares

Prescribed particulars

On a show of hands every member, who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative, shall have one vote and every proxy present who has been duly appointed by a member entitled to vote on the resolution shall have one vote. On a poll every member who is present in person or by a proxy, or, in the case of a corporation, by a duly authorised representative or proxy, shall one vote for every £1 of Third Cumulative Preference Stock of which he is the holder provided always that the Cumulative Preference Stock of any class shall not entitle the holders thereof to receive notice of or attend or vote at any General Meeting unless either: (a) at the date of the notice convening the meeting the dividend on that class is twelve months in arrears and so that, for this purpose, the dividend on the Third Cumulative Preference Stocks respectively shall be deemed to be payable half-yearly on the First day of March and the First day of September in every year in respect of the six months ending on those dates; or (b) the business of the meeting includes the consideration of a resolution directly varying or abrogating the rights and privileges attached to that class of Cumulative Preference Stock. No member shall, unless the directors otherwise determine, be entitled to be present or to be counted in a quorum or to vote either personally or by proxy or otherwise at any General Meeting of the Company or at any separate General Meeting of the holders of any class of the shares of the Company or upon a poll or to exercise any other right conferred by membership in relation to meetings of the Company if any call or other sum presently payable by him to the Company in respect of shares in the Company of which he is the holder (whether alone or jointly with any other person), together with interest, costs, charges and expenses (if any), remains unpaid. If any member, or any other person appearing to be interested in shares held by such member, has been duly served with a notice under section 793 of the Companies Act 2006 and is in default for the prescribed period in supplying to the Company the information thereby required, then (unless the directors otherwise determine) in respect of:

(c) the shares comprising the shareholding account in the Register of Members which comprises or includes the shares in relation to which the default occurred (all or the relevant number as appropriate of such shares being the default shares which expression shall include any further shares which are issued in respect of such shares); and

(d) any other shares held by the member

# SH01 - continuation page Return of allotment of shares

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

Class of share

5.5% Third Cumulative Preference shares

Prescribed particulars

the member shall (for so long as the default continues) not nor shall any transferee to which any of such shares are transferred other than pursuant to an approved transfer or pursuant to Article 71.3(b) be entitled to be present or to vote either personally or by proxy at a General Meeting of the Company or a meeting of the holders of any class of shares of the Company or to exercise any other right conferred by membership in relation to General Meetings of the Company or meetings of the holders of any class of shares of the Compan

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# SH01 - continuation page

Return of allotment of shares



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

Class of share

5.5% Third Cumulative Preference shares

Prescribed particulars

The profits which the Company may determine to distribute in respect of any financial year or other period for which its accounts are made up shall be applied, in the first place, in paying to the holders of the First Cumulative Preference Stock a fixed cumulative preferential dividend at the rate of 6 per cent., per annum: in the second place, in paying to the holders of the Second Cumulative Preference Stock a fixed cumulative preferential dividend at the rate of 6 per cent., per annum: and, in the third place, in paying to the holders of the Third Cumulative Preference Stock a fixed cumulative preferential dividend at the rate of 51/2 per cent. per annum, and, subject to any special rights which may be attached to any shares hereafter created or issued, the balance of the said profits shall be distributed among the holders of the Ordinary Shares.

# SH01 - continuation page Return of allotment of shares

	Statement of capital (Prescribed particulars of rights attached to sh	пе <i>з</i> у
ass of share	Deferred shares	
rescribed particulars	A Deferred Share:  (i) does not entitle its holder to receive any dividend or other distribution;  (ii) does not entitle its holder to receive notice of, nor to attend, speak or vote at, any general meeting of the Company;  (iii) entitles its holder on a return of capital on a winding-up (but not otherwise) only to the repayment of the amount paid up on that share after payment of (i) the amounts entitled to be paid to holders of the £100,000 6 per cent. First Cumulative Preference Stock, £100,000 6 per cent. Second Cumulative Preference Stock and £200,000 5½ per cent. Third Cumulative Preference Stock in the share capital of the Company, as set out in Article 3.2, and (ii) the capital paid up on each ordinary share of five pence in the share capital of the Company and the further payment of £10,000,000 on each such ordinary share; and  (iv) does not entitle its holder to any further participation in the capital, profits or assets of the Company.	

#### 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 Matthew Joy
Company name Low & Bonar PLC
Address 10th Floor
1 Eversholt Street
Post town London
County/Region
Postcode N W 1 2 D N
Country
DX
Telephone 020 7535 3184

#### ✓ 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.

#### 7 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