



Companies House
— for the record —

SH01 (ef)

Return of Allotment of Shares



X24XRB2O

Company Name: STANDARD LIFE EUROPEAN PRIVATE EQUITY TRUST PLC

Company Number: SC216638

Received for filing in Electronic Format on the: 26/03/2013

Shares Allotted (including bonus shares)

Date or period during which
shares are allotted

From
31/12/2012

To
01/02/2013

Class of shares ORDINARY

Number allotted 1311136
Nominal value of
each share 0.2

Currency GBP

Amount paid 2119502.04
Amount unpaid 0

Non-cash
consideration

THE ORDINARY SHARES CARRY A RIGHT TO RECEIVE DIVIDENDS WHICH ARE DECLARED FROM TIME TO TIME BY AN ORDINARY RESOLUTION OF THE COMPANY (UP TO THE AMOUNT RECOMMENDED BY THE DIRECTORS) AND TO RECEIVE ANY INTERIM DIVIDENDS WHICH THE DIRECTORS MAY RESOLVE TO PAY. ORDINARY SHAREHOLDERS ARE ENTITLED TO VOTE ON ALL RESOLUTIONS WHICH ARE PROPOSED AT GENERAL MEETINGS OF THE COMPANY. ON A SHOW OF HANDS EVERY SHAREHOLDER PRESENT IN PERSON OR BY PROXY HAS ONE VOTE AND ON A POLL EVERY SHAREHOLDER PRESENT IN PERSON HAS ONE VOTE FOR EVERY SHARE HE HOLDS AND A PROXY HAS ONE VOTE FOR EVERY SHARE IN RESPECT OF WHICH HE IS APPOINTED. IF AND WHEN THE COMPANY IS WOUND UP, THE CAPITAL AND ASSETS OF THE WILL BE DISTRIBUTED AS FOLLOWS: (I) IF THERE ARE DEFERRED SHARES IS ISSUE, IN PAYING TO EACH DEFERRED SHAREHOLDERS 1P IN AGGREGATE; THEN (II) IN PAYING TO THE FOUNDER SHAREHOLDERS THE NOMINAL AMOUNT PAID UP ON EACH FOUNDER SHARE WHICH THEY HOLD; AND THEN (III) THE REMAINING CAPITAL AND ASSETS WILL BE DIVIDED AMONG THE ORDINARY SHAREHOLDERS IN PROPORTION TO THEIR

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of shares	ORDINARY	<i>Number allotted</i>	163539702
		<i>Aggregate nominal value</i>	327079.4
<i>Currency</i>	GBP	<i>Amount paid per share</i>	50.95
		<i>Amount unpaid per share</i>	0

Prescribed particulars

THE ORDINARY SHARES CARRY A RIGHT TO RECEIVE DIVIDENDS WHICH ARE DECLARED FROM TIME TO TIME BY AN ORDINARY RESOLUTION OF THE COMPANY (UP TO THE AMOUNT RECOMMENDED BY THE DIRECTORS) AND TO RECEIVE ANY INTERIM DIVIDENDS WHICH THE DIRECTORS MAY RESOLVE TO PAY. ORDINARY SHAREHOLDERS ARE ENTITLED TO VOTE ON ALL RESOLUTIONS WHICH ARE PROPOSED AT GENERAL MEETINGS OF THE COMPANY. ON A SHOW OF HANDS EVERY SHAREHOLDER PRESENT IN PERSON OR BY PROXY HAS ONE VOTE AND ON A POLL EVERY SHAREHOLDER PRESENT IN PERSON HAS ONE VOTE FOR EVERY SHARE HE HOLDS AND A PROXY HAS ONE VOTE FOR EVERY SHARE IN RESPECT OF WHICH HE IS APPOINTED. IF AND WHEN THE COMPANY IS WOUND UP, THE CAPITAL AND ASSETS OF THE WILL BE DISTRIBUTED AS FOLLOWS: (I) IF THERE ARE DEFERRED SHARES IN ISSUE, IN PAYING TO EACH DEFERRED SHAREHOLDERS 1P IN AGGREGATE; THEN (II) IN PAYING TO THE FOUNDER SHAREHOLDERS THE NOMINAL AMOUNT PAID UP ON EACH FOUNDER SHARE WHICH THEY HOLD; AND THEN (III) THE REMAINING CAPITAL AND ASSETS WILL BE DIVIDED AMONG THE ORDINARY SHAREHOLDERS IN PROPORTION TO THEIR SHAREHOLDINGS.

Class of shares	FOUNDER A	<i>Number allotted</i>	3596981
		<i>Aggregate nominal value</i>	7193.96
<i>Currency</i>	GBP	<i>Amount paid per share</i>	0.1
		<i>Amount unpaid per share</i>	0.1

Prescribed particulars

THE FOUNDER SHARES CARRY A RIGHT TO A FIXED NON-CUMULATIVE DIVIDEND OF 0.5% PER ANNUM OF THE NOMINAL AMOUNT PAID UP ON THOSE SHARES, WHICH ACCRUES DAILY AND IS PAID ANNUALLY IN ARREARS ON 30 SEPTEMBER EACH YEAR. SUBJECT TO THE PERFORMANCE OF THE COMPANY MEASURED OVER TWO PERIODS FROM 2001 TO 2006 (FOUNDER A AND FROM 2006 TO 2011 (FOUNDER B), THE FOUNDER SHARES ARE CONVERTIBLE INTO A MAXIMUM OF 10% OF THE ORDINARY SHARE CAPITAL OF THE COMPANY AS ENLARGED BY CONVERSION. THE FOUNDER SHARES DO NOT CARRY VOTING RIGHTS, EXCEPT AS SEPARATE CLASS MEETINGS IN THE CASE OF CHANGES TO CLASS RIGHTS. ANY ALTERATION TO PART 2 OF THE COMPANY'S ARTICLES OF ASSOCIATION IS DEEMED TO BE A CHANGE TO THE CLASS RIGHTS ATTACHING TO THE FOUNDER SHARES. THE CONVERSION PRICE FOR EACH CONVERTIBLE FOUNDER A SHARE IS 100P LESS THE AMOUNT ALREADY PAID UP ON THAT FOUNDER SHARE, SUBJECT TO ADJUSTMENT IN CERTAIN CIRCUMSTANCES. A FOUNDER SHAREHOLDER WHO IS AN INDIVIDUAL MAY ONLY TRANSFER FOUNDER SHARES TO CERTAIN CLOSE FAMILY RELATIONS OR TO TRUSTEES TO BE HELD IN A FASMILY TRUST. A FOUNDER SHAREHOLDER WHICH IS A BODY CORPORATE MAY TRANSFER ITS FOUNDER SHARES TO ANY MEMBER OF THE SAME GROUP. ANY OTHER PROPOSED TRANSFER OF FOUNDER SHARES IS SUBJECT TO THE PRIOR APPROVAL OF THE DIRECTORS IN THEIR ABSOLUTE DISCRETION.

Class of shares	FOUNDER B	<i>Number allotted</i>	17500000
		<i>Aggregate nominal value</i>	35000
<i>Currency</i>	GBP	<i>Amount paid</i>	0.1
		<i>Amount unpaid</i>	0.1

Prescribed particulars

THE FOUNDER SHARES CARRY A RIGHT TO A FIXED NON-CUMULATIVE DIVIDEND OF 0.5% PER ANNUM OF THE NOMINAL AMOUNT PAID UP ON THOSE SHARES, WHICH ACCRUES DAILY AND IS PAID ANNUALLY IN ARREARS ON 30 SEPTEMBER EACH YEAR. SUBJECT TO THE PERFORMANCE OF THE COMPANY MEASURED OVER TWO PERIODS FROM 2001 TO 2006 (FOUNDER A AND FROM 2006 TO 2011 (FOUNDER B), THE FOUNDER SHARES ARE CONVERTIBLE INTO A MAXIMUM OF 10% OF THE ORDINARY SHARE CAPITAL OF THE COMPANY AS ENLARGED BY CONVERSION. THE FOUNDER SHARES DO NOT CARRY VOTING RIGHTS, EXCEPT AS SEPARATE CLASS MEETINGS IN THE CASE OF CHANGES TO CLASS RIGHTS. ANY ALTERATION TO PART 2 OF THE COMPANY'S ARTICLES OF ASSOCIATION IS DEEMED TO BE A CHANGE TO THE CLASS RIGHTS ATTACHING TO THE FOUNDER SHARES. THE PERFORMANCE CONDITION FOR THE FOUNDER B PERFORMANCE PERIOD IS THAT THE COMPOUND ANNUAL GROWTH RATE ON THE COMPANY'S NET ASSET VALUE PER ORDINARY SHARE, INCLUDING DISTRIBUTIONS OTHER THAN SHARE BUY-BACKS, EXCEEDS 10%. THE EXTENT TO WHICH THE FOUNDER B SHARES ARE CONVERTIBLE WILL DEPEND ON THE TOTAL RETURN ACHIEVED IN EXCESS OF THE 10% HURDLE, WITH THE FOUNDER B SHARES BEING FULLY CONVERTIBLE AT A COMPOUND ANNUAL RETURN OF 15% INTO 5% OF THE ENLARGED ISSUED ORDINARY SHARE CAPITAL. THE CONVERSION PRICE FOR EACH CONVERTIBLE FOUNDER B SHARE IS 100P LESS THE AMOUNT ALREADY PAID UP ON THAT FOUNDER SHARE, SUBJECT TO ADJUSTMENT IN CERTAIN CIRCUMSTANCES. A FOUNDER SHAREHOLDER WHO IS AN INDIVIDUAL MAY ONLY TRANSFER FOUNDER SHARES TO CERTAIN CLOSE FAMILY RELATIONS OR TO TRUSTEES TO BE HELD IN A FASMILY TRUST. A FOUNDER SHAREHOLDER WHICH IS A BODY CORPORATE MAY TRANSFER ITS FOUNDER SHARES TO ANY MEMBER OF THE SAME GROUP. ANY OTHER PROPOSED TRANSFER OF FOUNDER SHARES IS SUBJECT TO THE PRIOR APPROVAL OF THE DIRECTORS IN THEIR ABSOLUTE DISCRETION.

Statement of Capital (Totals)

<i>Currency</i>	GBP	<i>Total number of shares</i>	184636683
		<i>Total aggregate nominal value</i>	369273.36

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Administrator, Administrative Receiver, Receiver, Receiver Manager, CIC Manager.