

SH01

Return of allotment of shares

COMPANIES HOUSE

27 OCT 2016

EDINBURGH FRONT DESK

laserform



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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
notice of shares taken by su
on formation of the company
for an allotment of a new cla
shares by an unlimited comp

MONDAY



SCT 31/10/2016 #615
COMPANIES HOUSE
SCT 27/10/2016 #204
COMPANIES HOUSE

1 Company details

Company number S C 3 1 6 7 7 4

Company name in full FREEAGENT CENTRAL LTD

→ **Filing in this form**
Please complete in typescript or in
bold black capitals.

All fields are mandatory unless
specified or indicated by *

2 Allotment dates ①

From Date d 2 0 m 1 0 y 2 0 y 1 6
To Date d d m m y y y y

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.

Currency ②	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
	ORDINARY	60000	0.01	0.3666667	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)

COMPANIES HOUSE
31 OCT 2016
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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
Currency table A				
	SEE CONTINUATION SHEET			

Totals

Currency table B

Totals

Currency table C

Totals

	Total number of shares	Total aggregate nominal value ①	Total aggregate amount unpaid ①
Totals (including continuation pages)			

① 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

ORDINARY SHARES

Prescribed particulars

SEE CONTINUATION SHEET

1

Class of share

SERIES A PREFERENCE SHARES

Prescribed particulars

SEE CONTINUATION SHEET

1

Class of share

SERIES B PREFERENCE SHARES

Prescribed particulars

SEE CONTINUATION SHEET

1

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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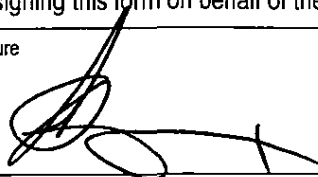
Signature

I am signing this form on behalf of the company.

Signature

Signature

X



X

This form may be signed by:

Director 2, Secretary, Person authorised 3, 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.

CHFP025

06/16 Version 6.0

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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 AZAS/FRE/103/15

Company name
Maclay Murray & Spens LLP

Address Quatermile One

15 Lauriston Place

Post town Edinburgh

County/Region

Postcode E H 3 9 E P

Country United Kingdom

DX ED137

Telephone 0330 222 0050



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 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

Statement of capital

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

Class of share	ORDINARY
Prescribed particulars	<p><u>a. Voting</u></p> <p>Each holder of the Ordinary Shares shall have the right to receive notice of and to attend, speak and vote at all general meetings of the Company, and each Preference Share shall carry one vote per share. Votes may be exercised:</p> <ul style="list-style-type: none">• on a show of hands by every Shareholder who (being an individual) is present in person or by proxy or (being a corporation) is present by a representative or by a proxy (in which case, each Shareholder holding shares with votes shall have one vote); or• on a poll by every Shareholder who (being an individual) is present in person or by proxy or (being a corporation) is present by a representative or by a proxy (in which case, each Shareholder holding shares with votes shall have one vote for each such share held). <p><u>b. Dividend</u></p> <p>Entitled to a pro rata share of any dividend declared or payable.</p> <p><u>c. Capital</u></p> <p>On a return of assets on liquidation or capital reduction or otherwise (other than a conversion, redemption or repurchase of shares), the assets of the Company (or the proceeds of sale as the case may be) remaining after the payment of its liabilities shall (to the extent that the Company is lawfully able to do so) be applied in the following order of priority:-</p> <p>first, in paying to the holders of the Series B Preference Shares in respect of each Series B Preference Share held by them at the date of the return of capital, an amount equal to the aggregate of:-</p> <ul style="list-style-type: none">• the actual subscription price (inclusive of any premium paid) of that Series B Preference Share; and• any arrears and accruals of any declared but unpaid dividend thereon calculated down to the date of the return of capital; <p>and, if there is a shortfall of assets remaining to satisfy the entitlements of holders of Series B Preference Shares in full, the proceeds shall be distributed to the holders of the Series B Preference Shares in proportion to the amounts due on each such share held;</p>

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

Class of share	ORDINARY (CONT)
Prescribed particulars	<p>second, in paying to the holders of the Series A Preference Shares in respect of each Series A Preference Share held by them at the date of the return of capital, an amount equal to the aggregate of:-</p> <ul style="list-style-type: none">• the actual subscription price (inclusive of any premium paid) of that Series A Preference Share; and• any arrears and accruals of any declared but unpaid dividend thereon calculated down to the date of the return of capital; <p>and if there is a shortfall of assets remaining to satisfy the entitlements of holders of Series A Preference Shares in full, the proceeds shall be distributed to the holders of the Series A Preference Shares in proportion to the amounts due on each such share held;</p> <p>third in paying the holders of the Deferred Shares (if any), a total of £1.00 for the entire class of Deferred Shares (which payment shall be deemed satisfied by payment to any one holder of Deferred Shares); and</p> <p>the balance (if any) of such assets shall be distributed to the holders of the Ordinary Shares in the proportions that their respective holdings of Ordinary Shares bear to the total number of Ordinary Shares in issue.</p> <p><u>d. Redeemable Shares</u></p> <p>The Ordinary Shares are non-redeemable.</p>

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

Class of share	SERIES A PREFERENCE
Prescribed particulars	<p><u>a. Voting</u></p> <p>Each holder of the Series A Preference Shares shall have the right to receive notice of and to attend, speak and vote at all general meetings of the Company, and each Preference Share shall carry one vote per share. Votes may be exercised:</p> <ul style="list-style-type: none"> • on a show of hands by every Shareholder who (being an individual) is present in person or by proxy or (being a corporation) is present by a representative or by a proxy (in which case, each Shareholder holding shares with votes shall have one vote); or • on a poll by every Shareholder who (being an individual) is present in person or by proxy or (being a corporation) is present by a representative or by a proxy (in which case, each Shareholder holding shares with votes shall have one vote for each such share held). <p><u>b. Dividend</u></p> <p>Entitled to a pro rata share of any dividend declared or payable.</p> <p><u>c. Capital</u></p> <p>On a return of assets on liquidation or capital reduction or otherwise (other than a conversion, redemption or repurchase of shares), the assets of the Company (or the proceeds of sale as the case may be) remaining after the payment of its liabilities shall (to the extent that the Company is lawfully able to do so) be applied in the following order of priority:-</p> <p>first, in paying to the holders of the Series B Preference Shares in respect of each Series B Preference Share held by them at the date of the return of capital, an amount equal to the aggregate of:-</p> <ul style="list-style-type: none"> • the actual subscription price (inclusive of any premium paid) of that Series B Preference Share; and • any arrears and accruals of any declared but unpaid dividend thereon calculated down to the date of the return of capital; <p>and, if there is a shortfall of assets remaining to satisfy the entitlements of holders of Series B Preference Shares in full, the proceeds shall be distributed to the holders of the Series B Preference Shares in proportion to the amounts due on each such share held;</p>

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

Class of share	SERIES A PREFERENCE (CONT)
Prescribed particulars	<p>second, in paying to the holders of the Series A Preference Shares in respect of each Series A Preference Share held by them at the date of the return of capital, an amount equal to the aggregate of:-</p> <ul style="list-style-type: none">• the actual subscription price (inclusive of any premium paid) of that Series A Preference Share; and• any arrears and accruals of any declared but unpaid dividend thereon calculated down to the date of the return of capital; <p>and if there is a shortfall of assets remaining to satisfy the entitlements of holders of Series A Preference Shares in full, the proceeds shall be distributed to the holders of the Series A Preference Shares in proportion to the amounts due on each such share held;</p> <p>third in paying the holders of the Deferred Shares (if any), a total of £1.00 for the entire class of Deferred Shares (which payment shall be deemed satisfied by payment to any one holder of Deferred Shares); and</p> <p>the balance (if any) of such assets shall be distributed to the holders of the Ordinary Shares in the proportions that their respective holdings of Ordinary Shares bear to the total number of Ordinary Shares in issue.</p> <p><u>d. Redeemable Shares</u></p> <p>The Series A Preference Shares are non-redeemable.</p>

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

Class of share	SERIES B PREFERENCE
Prescribed particulars	<p><u>a. Voting</u></p> <p>Each holder of the Series B Preference Shares shall have the right to receive notice of and to attend, speak and vote at all general meetings of the Company, and each Preference Share shall carry one vote per share. Votes may be exercised:</p> <ul style="list-style-type: none"> • on a show of hands by every Shareholder who (being an individual) is present in person or by proxy or (being a corporation) is present by a representative or by a proxy (in which case, each Shareholder holding shares with votes shall have one vote); or • on a poll by every Shareholder who (being an individual) is present in person or by proxy or (being a corporation) is present by a representative or by a proxy (in which case, each Shareholder holding shares with votes shall have one vote for each such share held). <p><u>b. Dividend</u></p> <p>Entitled to a pro rata share of any dividend declared or payable.</p> <p><u>c. Capital</u></p> <p>On a return of assets on liquidation or capital reduction or otherwise (other than a conversion, redemption or repurchase of shares), the assets of the Company (or the proceeds of sale as the case may be) remaining after the payment of its liabilities shall (to the extent that the Company is lawfully able to do so) be applied in the following order of priority:-</p> <p>first, in paying to the holders of the Series B Preference Shares in respect of each Series B Preference Share held by them at the date of the return of capital, an amount equal to the aggregate of:-</p> <ul style="list-style-type: none"> • the actual subscription price (inclusive of any premium paid) of that Series B Preference Share; and • any arrears and accruals of any declared but unpaid dividend thereon calculated down to the date of the return of capital; <p>and, if there is a shortfall of assets remaining to satisfy the entitlements of holders of Series B Preference Shares in full, the proceeds shall be distributed to the holders of the Series B Preference Shares in proportion to the amounts due on each such share held;</p>

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

Class of share	SERIES B PREFERENCE (CONT)
Prescribed particulars	<p>second, in paying to the holders of the Series A Preference Shares in respect of each Series A Preference Share held by them at the date of the return of capital, an amount equal to the aggregate of:-</p> <ul style="list-style-type: none">• the actual subscription price (inclusive of any premium paid) of that Series A Preference Share; and• any arrears and accruals of any declared but unpaid dividend thereon calculated down to the date of the return of capital; <p>and if there is a shortfall of assets remaining to satisfy the entitlements of holders of Series A Preference Shares in full, the proceeds shall be distributed to the holders of the Series A Preference Shares in proportion to the amounts due on each such share held;</p> <p>third in paying the holders of the Deferred Shares (if any), a total of £1.00 for the entire class of Deferred Shares (which payment shall be deemed satisfied by payment to any one holder of Deferred Shares); and</p> <p>the balance (if any) of such assets shall be distributed to the holders of the Ordinary Shares in the proportions that their respective holdings of Ordinary Shares bear to the total number of Ordinary Shares in issue.</p> <p><u>d. Redeemable Shares</u></p> <p>The Series B Preference Shares are non-redeemable.</p>