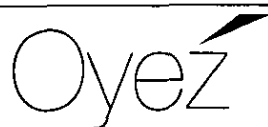


# SH01

## Return of allotment of shares



You can use the WebFiling service to file this form online.  
Please go to [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

☒ **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 subscribers  
on formation of the company or  
for an allotment of a new class of  
shares by an unlimited company.

For further information, please  
refer to our guidance at  
[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

<b>1 Company details</b>	
Company number	s c 3 6 6 6 2 8
Company name in full	F&C Private Equity Zeros plc

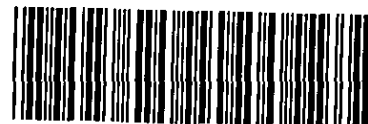
**Filling in this form**  
Please complete in typescript or in  
bold black capitals.  
All fields are mandatory unless  
specified or indicated by \*

<b>2 Allotment dates</b>	
From Date	d 1 4 m 1 2 y 2 0 0 9
To Date	d d m m y y y y

**3 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.

<b>3 Shares allotted</b>					
Please give details of the shares allotted, including bonus shares.					
<b>4 Currency</b> If currency details are not completed we will assume currency is in pound sterling.					
Class of shares (E.g. Ordinary/Preference etc.)	Currency	Number of shares allotted	Nominal value of each share	Amount paid (including share premium)	Amount (if any) unpaid (including share premium)
Zero Dividend Preference	£ Sterling	30,000,000	0.01 pence	£1.00	0

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)	



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Return of allotment of shares

**Statement of capital**

**Section 4** (also **Section 5** and **Section 6**, if appropriate) should reflect the company's issued capital at the date of this return.

**4****Statement of capital (Share capital in pound sterling (£))**

Please complete the table below to show each class of shares held in pound sterling. If all your issued capital is in sterling, only complete **Section 4** and then go to **Section 7**.

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Ordinary	£1.00	0	50,000	£ 50000.00
Zero Dividend Preference	£1.00	0	30,000,000	£ 3000.00
				£
				£
<b>Totals</b>			30050000	£ 53000.00

**5****Statement of capital (Share capital in other currencies)**

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

Currency

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
<b>Totals</b>				

Currency

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
<b>Totals</b>				

**6****Statement of capital (Totals)**

Please give the total number of shares and total aggregate nominal value of issued share capital.

Total number of shares

Total aggregate  
nominal value ④

**④ Total aggregate nominal value**  
Please list total aggregate values in  
different currencies separately. For  
example: £100 + €100 + \$10 etc.

① Including both the nominal value and any  
share premium.

② E.g. Number of shares issued multiplied by  
nominal value of each share.

③ Total number of issued shares in this class.

**Continuation Pages**

Please use a Statement of Capital continuation  
page if necessary.

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Return of allotment of shares

**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 statement of capital share tables in **Section 4** and **Section 5**.

**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 and any terms or conditions relating to redemption of these shares.

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

Ordinary

Prescribed particulars

**VOTING RIGHTS** On a vote on a resolution on a show of hands at a meeting, every member present (not being present by proxy) and entitled to vote has one vote and every proxy present who has been duly appointed by a member entitled to vote on the resolution has one vote. On a poll taken at a meeting, every member present and entitled to vote has one vote in respect of each share held by him.

Class of share

Ordinary

Prescribed particulars

**RIGHTS AS TO DIVIDENDS** A dividend shall be declared and paid according to the amounts paid up on the shares in respect of which the dividend is declared and paid, but no amount paid up on a share in advance of a call may be treated for this purpose as paid up on the share. Dividends shall be apportioned and paid proportionately to the amounts paid up on the shares during any portion or portions of the period in respect of which the dividend is paid.

Class of share

Ordinary

Prescribed particulars

**RIGHTS AS TO CAPITAL DISTRIBUTIONS** On a return of capital, on a winding up or otherwise, the balance of the assets of the Company available for distribution to members (after payment to the holders of the zero dividend preference shares in accordance with the articles of association) shall be paid to the holders of the Ordinary Shares.

**RIGHTS AS TO REDEMPTION**

The Ordinary shares are not redeemable.

**8****Signature**

I am signing this form on behalf of the company.

Signature

Signature

X

X

This form may be signed by:

Director<sup>②</sup>, Secretary, Person authorised<sup>③</sup>, 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.

# SH01

## Return of allotment of shares



### 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

David Paterson

Company name

Dundas & Wilson CS LLP

Address

Saltire Court

20 Castle Terrace

Edinburgh

Post town

County/Region

Postcode

E H 1 2 E N

Country

DX

Telephone

0131 228 8000



### 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 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,  
First Floor, Waterfront Plaza, 8 Laganbank Road,  
Belfast, Northern Ireland, BT1 3BS.  
DX 481 N.R. Belfast 1.



### Further information

For further information, please see the guidance notes on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk) 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.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

# SH01 - continuation page

Return of allotment of shares

Oyez

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

Class of share	Zero Dividend Preference Shares	
Prescribed particulars	<p>VOTING RIGHTS The ZDP Shareholders shall have no right to receive notice of, or to attend or vote at, any general meeting of the Company except: (a) upon any resolution to alter, modify or abrogate the special rights or privileges attached to the ZDP Shares; and (b) upon any ZDP Liquidation resolution (as defined in the articles of association (the "Articles"), ZDP Recommended Resolution (as defined in the Articles), or ZDP Reconstruction Resolution (as defined in the Articles) and, save as otherwise provided in the Articles, on a show of hands each holder of ZDP Shares present in person and entitled to vote shall have one vote and upon a poll each such holder who is present in person or by proxy and entitled to vote shall have one vote in respect of every ZDP Share held by him.</p> <p>Notwithstanding any other provision of the Articles, on any vote on a ZDP Liquidation Resolution, each holder of ZDP Shares present in person or by proxy who votes in favour of such resolution shall, on a poll, have such number of votes in respect of each ZDP Share held by him (including fractions of a vote) that the aggregate number of votes cast in favour of the resolution is four times the aggregate number of such ZDP Shares in respect of which votes are cast against the resolution, and each member present in person or by proxy and entitled to vote who votes against such resolution shall on a poll have one vote for each ZDP Share held by him. Any vote on any ZDP Liquidation Resolution shall be by means of a poll.</p> <p>Notwithstanding any other provision of the Articles, on any vote on a ZDP Recommended Resolution or ZDP Reconstruction Resolution each holder of ZDP Shares present in person or by proxy shall, on a poll have such number of votes in respect of each ZDP Share held by him (including fractions of a vote) that the aggregate number of votes cast in favour of the resolution is four times the aggregate number of votes cast against the resolution and each member present in person or by proxy and entitled to vote who votes against such resolution shall on a poll have one vote for each ZDP Share held by him; provided that, if any term of any offer referred to in the Articles or any arrangement referred to in the Articles (as the case may be) shall (as regards any one or more members) have been breached in any material respect of which the chairman of the relevant meeting has written notice prior to the commencement of such meeting then, notwithstanding anything in the Articles to the contrary, each member shall, at any such meeting at which such shareholder is present in person or by proxy, and entitled to vote, on a poll have one vote for every such Share held by him. Any vote on any ZDP Reconstruction Resolution or ZDP Recommendation Resolution shall be by means of a poll.</p>	

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

Class of share	Zero Dividend Preference Shares	
Prescribed particulars	<p><b>RIGHTS TO DIVIDENDS</b> The ZDP Shares carry no entitlement to any dividends or other distributions or to participate in the revenue or any other profits of the Company.</p> <p><b>RIGHTS AS TO CAPITAL DISTRIBUTIONS</b> On a return of capital, on a winding up or otherwise, the assets of the Company available for distribution to members shall be applied as follows first in payment to holders of the ZDP Shares an amount equal to 100 pence per ZDP Share as increased at such rate compounded annually as will give an entitlement to 152.14 pence at 15 December 2014, the first such increase to be deemed to have occurred on 15 December 2009 and the last to occur on 15 December 2014.</p> <p><b>RIGHTS AS TO REDEMPTION</b> The Company shall redeem all, and not some only, of the ZDP Shares at 152.14 pence per share on the ZDP Repayment Date. Redemption of the ZDP Shares is subject to any restrictions imposed by law. If the Company is unable to redeem all of the ZDP Shares on the ZDP Repayment Date then, subject to the Articles, the Directors shall convene a general meeting of the Company to be held as soon as reasonably practicable following the ZDP Repayment Date at which a special resolution (the ZDP Liquidation Resolution) shall be proposed requiring the Company to be forthwith wound up voluntarily pursuant to Chapter II of Part IV of the Insolvency Act 1986.</p>	