

SH01

Return of allotment of shares



You can use the WebFiling service to file this form online.
Please go to 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 subsc
on formation of the company or
for an allotment of a new class o
shares by an unlimited company

THURSDAY



S2BVJGDS
SCT 04/07/2013 #95
COMPANIES HOUSE

1 Company details

Company number S C 4 4 4 2 1 5

Company name in full Fishers Topco Limited

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

From Date ^d2^d8 ^m0^m6 ^y2^y0 ^y1^y3
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.

Class of shares (E.g. Ordinary/Preference etc.)	Currency 2	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
See continuation page					

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)

3

Shares allotted

Please give details of the shares allotted, including bonus shares.

2 Currency

If currency details are not completed we will assume currency is in pound sterling.

[illegible]

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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
A preference shares	£1.00	nil	10,700,889	£ 10700889.00
B preference shares	£1.00	nil	847,000	£ 847000.00
C preference shares	£1.00	nil	55,556	£ 55556.00
ordinary shares	£1.00	nil	8,557	£ 8557.00
Totals			11612002	£ 11612002.00

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
Totals				

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
Totals				

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.

³ E.g. Number of shares issued multiplied by
nominal value of each share.

² Total number of issued shares in this class.

Continuation Pages

Please use a Statement of Capital continuation
page if necessary.

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

Class of share	See continuation page
Prescribed particulars 1	
Class of share	
Prescribed particulars 1	
Class of share	
Prescribed particulars 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 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.

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Signature

I am signing this form on behalf of the company.

Signature

Signature

X *B. P. Hardy* 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.

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

Class of share	A preference shares	
Prescribed particulars	<p>Words and expressions defined in the articles of association of Fishers Topco Limited (Articles) shall unless the context requires otherwise have the same meanings herein.</p> <p>1. Voting Rights</p> <p>The A preference shares shall not entitle the holders thereof to receive notice of, attend or vote at any general meetings of the Company or to vote on written resolutions of the Company.</p> <p>2. Dividend Rights</p> <p>No dividend shall be paid on any A preference shares.</p> <p>3. Rights to Capital</p> <p>On a return of capital on liquidation or capital reduction or other return or distribution of capital or assets, any capital or assets of the Company remaining after the payment of its liabilities or on an Exit, the Proceeds for distribution among the members shall be applied as follows:-</p> <p>3.1 first, in paying to each holder of the A preference shares the Paid Up amount of the A preference shares held by him;</p> <p>3.2 second, in paying to each holder of the B preference shares the Paid Up amount of the B preference shares held by him;</p> <p>3.3 third, to the holders of the C preference shares as a class the fixed sum of £1,040,042 with such sum to be allocated among the holders of the C preference shares pro rata accordingly to the number of C preference shares held by them; and</p> <p>3.4 thereafter, in distributing the balance of such capital, assets or Proceeds amongst the holders of the ordinary shares in proportion to the number of ordinary shares held by them respectively.</p> <p>4. Redemption</p> <p>The A preference shares are not redeemable.</p>	

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

Class of share	B preference shares	
Prescribed particulars	<p>Words and expressions defined in the articles of association of Fishers Topco Limited (Articles) shall unless the context requires otherwise have the same meanings herein.</p> <p>1. Voting Rights</p> <p>The B preference shares shall not entitle the holders thereof to receive notice of, attend or vote at any general meetings of the Company or to vote on written resolutions of the Company.</p> <p>2. Dividend Rights</p> <p>No dividend shall be paid on any B preference shares.</p> <p>3. Rights to Capital</p> <p>On a return of capital on liquidation or capital reduction or other return or distribution of capital or assets, any capital or assets of the Company remaining after the payment of its liabilities or on an Exit, the Proceeds for distribution among the members shall be applied as follows:-</p> <p>3.1 first, in paying to each holder of the A preference shares the Paid Up amount of the A preference shares held by him;</p> <p>3.2 second, in paying to each holder of the B preference shares the Paid Up amount of the B preference shares held by him;</p> <p>3.3 third, to the holders of the C preference shares as a class the fixed sum of £1,040,042 with such sum to be allocated among the holders of the C preference shares pro rata accordingly to the number of C preference shares held by them; and</p> <p>3.4 thereafter, in distributing the balance of such capital, assets or Proceeds amongst the holders of the ordinary shares in proportion to the number of ordinary shares held by them respectively.</p> <p>4. Redemption</p> <p>The B preference shares are not redeemable.</p>	

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

Class of share	C preference shares	
Prescribed particulars	<p>Words and expressions defined in the articles of association of Fishers Topco Limited (Articles) shall unless the context requires otherwise have the same meanings herein.</p> <p>1. Voting Rights</p> <p>The C preference shares shall not entitle the holders thereof to receive notice of, attend or vote at any general meetings of the Company or to vote on written resolutions of the Company.</p> <p>2. Dividend Rights</p> <p>No dividend shall be paid on any C preference shares.</p> <p>3. Rights to Capital</p> <p>On a return of capital on liquidation or capital reduction or other return or distribution of capital or assets, any capital or assets of the Company remaining after the payment of its liabilities or on an Exit, the Proceeds for distribution among the members shall be applied as follows:-</p> <p>3.1 first, in paying to each holder of the A preference shares the Paid Up amount of the A preference shares held by him;</p> <p>3.2 second, in paying to each holder of the B preference shares the Paid Up amount of the B preference shares held by him;</p> <p>3.3 third, to the holders of the C preference shares as a class the fixed sum of £1,040,042 with such sum to be allocated among the holders of the C preference shares pro rata accordingly to the number of C preference shares held by them; and</p> <p>3.4 thereafter, in distributing the balance of such capital, assets or Proceeds amongst the holders of the ordinary shares in proportion to the number of ordinary shares held by them respectively.</p> <p>4. Redemption</p> <p>The C preference shares are not redeemable.</p>	

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

Class of share	ordinary shares
Prescribed particulars	<p>Words and expressions defined in the articles of association of Fishers Topco Limited (Articles) shall unless the context requires otherwise have the same meanings herein.</p> <p>1. Voting Rights</p> <p>On a show of hands every holder of ordinary shares who (being an individual) is present or (being a corporation) is present by a duly authorised representative (not being a member entitled to vote) shall have one vote and on a poll every member holding ordinary shares shall have one vote for every such share of which he is the holder.</p> <p>2. Dividend Rights</p> <p>Any profits which the Directors may lawfully determine to distribute in respect of any Financial Year shall be distributed amongst the holders of ordinary shares pro rata according to the number of fully paid up shares held by them respectively and shall accrue on a daily basis. No dividend shall be paid on any ordinary share where amounts are outstanding on such ordinary shares pursuant to Clause 3.2.2 of the Investment Agreement.</p> <p>3. Rights to Capital</p> <p>On a return of capital on liquidation or capital reduction or other return or distribution of capital or assets, any capital or assets of the Company remaining after the payment of its liabilities or on an Exit, the Proceeds for distribution among the members shall be applied as follows:-</p> <p>3.1 first, in paying to each holder of the A preference shares the Paid Up amount of the A preference shares held by him;</p> <p>3.2 second, in paying to each holder of the B preference shares the Paid Up amount of the B preference shares held by him;</p> <p>3.3 third, to the holders of the C preference shares as a class the fixed sum of £1,040,042 with such sum to be allocated among the holders of the C preference shares pro rata accordingly to the number of C preference shares held by them; and</p> <p>3.4 thereafter, in distributing the balance of such capital, assets or Proceeds amongst the holders of the ordinary shares in proportion to the number of ordinary shares held by them respectively.</p> <p>4. Redemption</p> <p>The ordinary shares are not redeemable.</p>

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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

Dundas & Wilson CS LLP

Address

11 Queen's Gardens

Aberdeen

Post town

County/Region

Postcode

A

B

1

5

4

Y

D

Country

DX

AB5

Telephone

01224 444100



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,
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.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