

SH01

Return of allotment of shares



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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
give notice of shares taken by sub-
sidiaries on formation of the company
for an allotment of a new class of
shares by an unlimited company.

WEDNESDAY



S5ZCHEWX

SCT 01/02/2017 #241
COMPANIES HOUSE

1 Company details

Company number

S	C	4	4	4	2	1	5
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Company name in full

F	i	s	h	e	r	s		T	o	p	c	o		L	i	m	i	t	e	d
---	---	---	---	---	---	---	--	---	---	---	---	---	--	---	---	---	---	---	---	---

→ **Filling 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	d	6	m	0	m	1	y	2	y	0	y	1	y	7
---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---

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
GBP	Ordinary	66	1.00	1.00	Nil

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)

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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 page			
	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)	11,638,735	11,638,735	0

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

Prescribed particulars

1

See continuation page

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.

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


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.

This form may be signed by:

Director **2**, Secretary, Person authorised **3**, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

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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 **Robert Norman**

Company name **Dickson Minto W.S**

Address **16 Charlotte Square**

Edinburgh

Post town

County/Region

Postcode

E H 2 4 D F

Country

DX **199**

Telephone **+44 (0) 131 225 4455**



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

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Statement of capital

Complete the table below to show the issued share capital.
Complete a separate table for each currency.

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
GBP	A Preference Shares	10700889	10,700,889.00	
GBP	B Preference Shares	873400	873,400.00	
GBP	C Preference Shares	55556	55,556.00	
GBP	Ordinary Shares	8890	8,890.00	
Totals		11638735	11,638,735.00	Nil

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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 (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 entitled the holders thereof to recieve 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 or 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 holderes of the C Preference Shares pro rata accordingly to the number of C Prefernece Shares held by them; and</p> <p>3.4 thereafter, in distributing the balaance of such capital, assets or Proceeds amongst the holders of the ordinary shares in proportion to the number of ordinary shars held by them respectively.</p> <p>4. Redemption</p> <p>The A Preference Shares are not redeemable.</p>	

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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. (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 entitled the holders thereof to recieve 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 or 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 holderes of the C Preference Shares pro rata accordingly to the number of C Prefernece Shares held by them; and</p> <p>3.4 thereafter, in distributing the balaance of such capital, assets or Proceeds amongst the holders of the ordinary shares in proportion to the number of ordinary shars held by them respectively.</p> <p>4. Redemption</p> <p>The B Preference Shares are not redeemable.</p>	

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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 (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 entitled the holders thereof to recieve 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 or 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 holderes of the C Preference Shares pro rata accordingly to the number of C Prefernece Shares held by them; and</p> <p>3.4 thereafter, in distributing the balaance of such capital, assets or Proceeds amongst the holders of the ordinary shares in proportion to the number of ordinary shars held by them respectively.</p> <p>4. Redemption</p> <p>The C Preference Shares are not redeemable.</p>	

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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 (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 holder 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 or 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 holderes of the C Preference Shares pro rata accordingly to the number of C Prefernece Shares held by them; and</p> <p>3.4 thereafter, in distributing the balaance of such capital, assets or Proceeds amongst the holders of the ordinary shares in proportion to the number of ordinary shars held by them respectively.</p> <p>4. Redemption</p> <p>The orindary shares are not redeemable.</p>