

**SH01****Return of allotment of shares****Companies House**

Go online to file this information
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 special resolution on formation of the company or for an allotment of a new class of shares by an unlimited company.



SCT *S8G3WX4P* 15/10/2019 #192
 COMPANIES HOUSE

1 Company details

Company number S C 5 3 3 4 8 9

Company name in full TOGETHER ENERGY LIMITED

→ 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

From Date d 0 d 9 m 1 m 0 y 2 y 0 y 1 y 9
 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
£	Preferred	2,000	£1	£9,000	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.

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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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				
£	Ordinary	2,000	£2,000	
£	Preferred	2,000	£2,000	
Totals		4,000	£4,000	0
Currency table B				
Totals				
Currency table C				
Totals				
Totals (including continuation pages)		Total number of shares 4,000	Total aggregate nominal value ❶ 4,000	Total aggregate amount unpaid ❶ 0

❶ 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

Prescribed particulars
1

See Continuation Page

Class of share

Preferred

Prescribed particulars
1

See Continuation Page

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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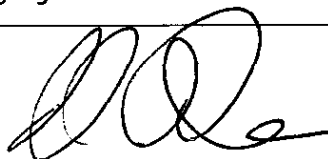
Signature

I am signing this form on behalf of the company.

Signature

Signature

X



X

This form may be signed by:

Director 1, Secretary, Person authorised 2, 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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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	Corporate Services
Company name	MacRoberts LLP
Address	10th Floor
	Capella Building
	60 York Street
Post town	Glasgow
County/Region	
Postcode	G 2 8 J X
Country	Scotland
DX	GW 70
Telephone	0141 303 1100



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 (prescribed particulars of rights attached to shares)

Class of share	Ordinary	
Prescribed particulars	<p>Voting Rights</p> <p>Subject to any other provisions in the Articles concerning voting rights, each Share in the Company shall carry the right to receive notice of and to attend, speak and vote at all general meetings of the Company.</p> <p>A poll may be demanded at any general meeting by any qualifying person (as defined in section 318 of the Act) present and entitled to vote at the meeting.</p> <p>Model Article 44(3) shall be amended by the insertion of the words "A demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made" as a new paragraph at the end of that model article.</p> <p>Model article 45(1) shall be amended by:</p> <ul style="list-style-type: none"> - the deletion of model article 45(1)(d) and its replacement with the words "is delivered to the company in accordance with the Articles not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in accordance with any instructions contained in the notice of the general meeting (or adjourned meeting) to which they relate"; and - the insertion of the words "and a proxy notice which is not delivered in such manner shall be invalid unless the Directors, in their discretion, accept the notice at any time before the meeting" as a new paragraph at the end of that model article. 	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	Ordinary	
Prescribed particulars	<p data-bbox="344 443 542 472">Rights to Dividend</p> <p data-bbox="344 510 1110 678">Subject to Article 11.6, Article 11.7 and Article 11.13, and to Investor Consent, any further Available Profits which the Company may determine to distribute in respect of any Financial Year will be distributed among the holders of the Equity Shares (pari passu as if they constituted Shares of the same class) pro rata to their respective holdings of Equity Shares.</p> <p data-bbox="344 716 1106 745">Subject to the Act, the Directors may pay interim dividends provided that:</p> <ul data-bbox="344 784 1070 846" style="list-style-type: none"> - the Available Profits of the Company justify the payment; and - the Company obtains Investor Consent to any such interim dividend. <p data-bbox="344 884 1110 1052">Each dividend shall be distributed to the appropriate Shareholders pro rata according to the number of Shares held by them respectively and shall accrue daily (assuming a 365-day year) as well after as before the commencement of a winding up. All dividends are expressed net and shall be paid in cash.</p> <p data-bbox="344 1090 1110 1153">If the Company does not pay the Preferred Dividend when due, the unpaid amount shall:</p> <ul data-bbox="344 1191 1110 1458" style="list-style-type: none"> - be a debt due from the Company; and - accrue interest daily (assuming a 365 day year) at the rate of 2% above the base lending rate of the National Westminster Bank plc in respect of the period from the last day of the second month after the end of the Financial Year to the actual date of payment (both dates inclusive), compounded to the end of each calendar month and such interest shall, to the extent outstanding for the time being, be paid on the date of payment of the Preferred Dividend in respect of which the relevant interest accrues. 	

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5 Statement of capital (prescribed particulars of rights attached to shares)		
Class of share	Ordinary	
Prescribed particulars	<p>Return of Capital</p> <p>On a return of assets on liquidation, capital reduction or otherwise (other than a conversion or purchase of Shares), the assets of the Company remaining after the payment of its liabilities shall be applied (to the extent that the Company is lawfully able to do so) in the following order of priority:</p> <ul style="list-style-type: none">- first, in paying to the holders of the Preferred Shares in respect of each Preferred Share held the Issue Price of that Preferred Share, together with a sum equal to any arrears and accruals of the Preferred Dividend in respect of that Preferred Share calculated down to (and including) the date of the return of capital and, if there is a shortfall of assets remaining to satisfy such payments in full, the proceeds shall be distributed to the holders of the Preferred Shares pro rata to the aggregate amounts due under this Article to each such Preferred Share held; and- thereafter, in distributing the balance among the holders of the Shares pro rata to the number of Shares held, as if they all constituted shares of the same class.	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	Preferred	
Prescribed particulars	<p data-bbox="336 443 496 477">Voting Rights</p> <p data-bbox="336 510 1110 611">Subject to any other provisions in the Articles concerning voting rights, each Share in the Company shall carry the right to receive notice of and to attend, speak and vote at all general meetings of the Company.</p> <p data-bbox="336 645 1106 745">A poll may be demanded at any general meeting by any qualifying person (as defined in section 318 of the Act) present and entitled to vote at the meeting.</p> <p data-bbox="336 779 1090 913">Model Article 44(3) shall be amended by the insertion of the words "A demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made" as a new paragraph at the end of that model article.</p> <p data-bbox="336 947 767 981">Model article 45(1) shall be amended by:</p> <ul data-bbox="336 1014 1126 1395" style="list-style-type: none"> - the deletion of model article 45(1)(d) and its replacement with the words "is delivered to the company in accordance with the Articles not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in accordance with any instructions contained in the notice of the general meeting (or adjourned meeting) to which they relate"; and - the insertion of the words "and a proxy notice which is not delivered in such manner shall be invalid unless the Directors, in their discretion, accept the notice at any time before the meeting" as a new paragraph at the end of that model article. 	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	Preferred	
Prescribed particulars	<p>Rights to Dividend</p> <p>In respect of any Financial Year, the Available Profits of the Company shall be used to pay dividends as set out in this Article 11.</p> <p>Subject to Article 11.13, the Company shall, in respect of each Financial Year ending after the date of adoption of these Articles, without need for a resolution of the Directors, or the Company in general meeting and before application of any Available Profits to reserves or for any other purpose, pay in respect of all the Preferred Shares in issue at the time a fixed, cumulative, preferential dividend (Preferred Dividend) equal to 7% of the amount paid for the Preferred Shares (including any premium) to the persons registered as their holders on the date of determination of the Accounts for that Financial Year, to be divided equally between all the Preferred Shares, but reduced pro rata to the extent any Preferred Shares are not fully paid up.</p> <p>Subject to Articles 11.4 and 11.5 , the Preferred Dividend shall be paid in cash on the last day of the second month after the end of the Financial Year, or if later, five Business Days after the determination of the Accounts for the relevant Financial Year, and, in any event, not later than 9 months after the end of that Financial Year.</p> <p>11.4 All unpaid arrears and accruals of the Preferred Dividend shall be paid as soon as the Company is lawfully able to pay them or otherwise on the earlier of the date of an Exit or a return of capital in accordance with Article 12.</p> <p>The Preferred Dividend shall accrue and remain unpaid for a period of eighteen months following the adoption of these Articles and shall be paid on the first payment date determined in accordance with Article 11.3 thereafter.</p> <p>The Company shall not declare or pay any further dividend unless and until all arrears and accruals of the Preferred Dividend have been paid; Subject to Article 11.6 and Article 11.13, in any Financial Year, after payment of the Preferred Dividend, the Company shall without need for a resolution of the Directors, or the Company in general meeting and before application of any Available Profits to reserves or for any other purpose, pay in respect of all the Ordinary Shares in issue at the time a fixed dividend equal to 50% the Preferred Dividend paid in respect of the same Financial Year (or if there are insufficient Available Profits, the maximum amount payable). Such dividend will be distributed to the holders of Ordinary Shares pro rata to their respective holdings of Ordinary Shares.</p>	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	Preferred	
Prescribed particulars	<p data-bbox="347 443 542 470">Rights to Dividend</p> <p data-bbox="347 517 1109 678">Subject to Article 11.6, Article 11.7 and Article 11.13, and to Investor Consent, any further Available Profits which the Company may determine to distribute in respect of any Financial Year will be distributed among the holders of the Equity Shares (pari passu as if they constituted Shares of the same class) pro rata to their respective holdings of Equity Shares.</p> <p data-bbox="347 719 1104 745">Subject to the Act, the Directors may pay interim dividends provided that:</p> <ul data-bbox="347 752 1070 815" style="list-style-type: none"> - the Available Profits of the Company justify the payment; and - the Company obtains Investor Consent to any such interim dividend. <p data-bbox="347 855 1109 1016">Each dividend shall be distributed to the appropriate Shareholders pro rata according to the number of Shares held by them respectively and shall accrue daily (assuming a 365-day year) as well after as before the commencement of a winding up. All dividends are expressed net and shall be paid in cash.</p> <p data-bbox="347 1057 1109 1120">If the Company does not pay the Preferred Dividend when due, the unpaid amount shall:</p> <ul data-bbox="347 1126 1109 1391" style="list-style-type: none"> - be a debt due from the Company; and - accrue interest daily (assuming a 365 day year) at the rate of 2% above the base lending rate of the National Westminster Bank plc in respect of the period from the last day of the second month after the end of the Financial Year to the actual date of payment (both dates inclusive), compounded to the end of each calendar month and such interest shall, to the extent outstanding for the time being, be paid on the date of payment of the Preferred Dividend in respect of which the relevant interest accrues. <p data-bbox="347 1431 1109 1628">The Company shall procure that the profits of any other Group Company available for distribution shall from time to time (and to the extent lawful), be paid by way of dividend to the Company (or, as the case may be, the relevant Group Company that is its immediate holding company) to the extent necessary to permit lawful and prompt payment by the Company of the Preferred Dividend.</p> <p data-bbox="347 1668 1109 1731">Notwithstanding any other provision of this Article 11, no dividend may be paid to the Company in respect of any Shares held in treasury.</p>	

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

Class of share	Preferred	
Prescribed particulars	<p>Return of Capital</p> <p>On a return of assets on liquidation, capital reduction or otherwise (other than a conversion or purchase of Shares), the assets of the Company remaining after the payment of its liabilities shall be applied (to the extent that the Company is lawfully able to do so) in the following order of priority:</p> <ul style="list-style-type: none"> - first, in paying to the holders of the Preferred Shares in respect of each Preferred Share held the Issue Price of that Preferred Share, together with a sum equal to any arrears and accruals of the Preferred Dividend in respect of that Preferred Share calculated down to (and including) the date of the return of capital and, if there is a shortfall of assets remaining to satisfy such payments in full, the proceeds shall be distributed to the holders of the Preferred Shares pro rata to the aggregate amounts due under this Article to each such Preferred Share held; and - thereafter, in distributing the balance among the holders of the Shares pro rata to the number of Shares held, as if they all constituted shares of the same class. 	