

SH01

Return of allotment of shares



Companies House

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

WEDNESDAY



A3H3TLGJ

A35

24/09/2014

#165

COMPANIES HOUSE

1 Company details

Company number

Company name in full

→ **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

To Date

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
ORDINARY	GBP	25	£1	£100	£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

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"	1.00	0.00	9,675	£ 9,675
"B PREFERENCE"	100.00	0.00	14,207	£ 14,207
ORDINARY	18.40	0.00	616,713	£ 616,713
				£
Totals				£ 640,595

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 640,595

Total aggregate nominal value ④ 640,595

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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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 .	<p>Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <ul style="list-style-type: none"> 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. <p>A separate table must be used for each class of share.</p> <p>Continuation page Please use a Statement of Capital continuation page if necessary.</p>
Class of share	£1.00 "A" PREFERENCE	
Prescribed particulars ①	PLEASE SEE ATTACHED CONTINUATION SHEET	
Class of share	£1.00 "B" PREFERENCE	
Prescribed particulars ①	PLEASE SEE ATTACHED CONTINUATION SHEET	
Class of share	£1.00 ORDINARY	
Prescribed particulars ①	<p>The right to vote at general meetings of the Company and to receive a dividend if declared by the Board</p> <p>Subject to the return of capital to "A" preference and "B" preference shareholders each ordinary share is entitled pari passu to participate in a distribution arising from the winding up of the Company.</p>	

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Signature

	I am signing this form on behalf of the company.	<p>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.</p> <p>Person authorised Under either section 270 or 274 of the Companies Act 2006.</p>
Signature	<p>Signature</p> <p>X  X</p>	
	<p>This form may be signed by:</p> <p>Director ②, Secretary, Person authorised ②, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.</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

Address

Post town

County/Region

Postcode

Country

DX

Telephone



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 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

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	£1.00 "A" PREFERENCE	
Prescribed particulars	<p data-bbox="347 454 424 488">Voting</p> <p data-bbox="347 521 1091 589">The right to attend and vote at General Meetings of the Company only in the following events:</p> <p data-bbox="347 622 1114 790">(a) if any resolution for winding up shall be proposed, and then only on such resolution; or (b) if the said preferential dividend shall be in arrears for more than twelve months, and so that for this purpose only the same shall be deemed to fall due and payable on 30 June in each year.</p> <p data-bbox="347 824 464 857">Dividends</p> <p data-bbox="347 891 1118 1193">In priority of any rights of the holders of any other shares in the capital of the Company, the right to a cumulative preferential dividend at the rate of 5.25% net of tax per annum on the capital paid up thereon, subject to the following limitations: "A" preference shares may be issued with a cumulative preference dividend not exceeding £5.25 per cent net for a period not exceeding three years (that is to say, the past three consecutive years); but the Company may not issue more "A" preference shares than it is subscribed ordinary shares.</p> <p data-bbox="347 1227 432 1261">Capital</p> <p data-bbox="347 1294 1114 1462">The right in a winding up or other return of capital to repayment of the capital paid up thereon and any arrears of cumulative preferential dividend calculated (whether earned or declared or not) down to the date of payment but to no further or to other right to share in surplus assets.</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	£1.00 "B" Preference	
Prescribed particulars	<p data-bbox="355 454 432 488">Voting</p> <p data-bbox="355 521 1145 958">The holders of "B" preference shares are entitled to receive notice of, attend and speak at general meetings of the Company but shall not be entitled to vote on any resolution at any general meeting of the Company in respect of their holdings of "B" preference shares unless the business of the meeting includes a resolution directly or adversely affecting, alteration or abrogating the rights or privileges attached to the "B" preference shares (a "Relevant Resolution") in which case, those members holding "B" preference shares who (being individuals) are present in person or by proxy or (being corporations) are present by a duly authorised representative or by proxy shall, on a show of hands, each have one vote and on a poll, have one vote for each "B" preference share held by them, but in each case, only in relation to a relevant resolution.</p> <p data-bbox="355 992 472 1025">Dividends</p> <p data-bbox="355 1059 1145 1261">Subject to the payment of the cumulative preferential dividend on "A" preference shares, but in priority to the dividends on Ordinary shares, the right to receive a cumulative preferential cash dividend (the "Fixed Preferred Dividend") from 1 January 2000 at 4.5% per annum of their issue price in respect of all "B" preference shares then in issue.</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	£1.00 "B" Preference	
Prescribed particulars	<p>The Fixed Preferred Dividend shall accrue from day to day from 1 January 2000 and shall be paid, out of the profits of the Company available for distribution, in arrears on or before 31 December in each year in respect of the twelve month period ending on 30 June in each such year.</p> <p>If the Company fails to pay a Fixed Preferred Dividend this shall become a debt due from the Company in priority to any later Fixed Preferred Dividend and interest on the unpaid amount shall accrue from 31 December in the year in which such Fixed Preferred Dividend accrued until payment at the rate of 3% per annum above the base rate of Girobank plc for the time being calculated on a daily basis and compounded on 31 December in each year. Reference to an unpaid Fixed Preferential Dividend is deemed to include the amount representing interest on the unpaid amount.</p> <p>For these purposes, "issue price" shall mean the sum of the nominal amount and any premium paid on the issue of a particular share.</p> <p>Capital</p> <p>On a return of capital on liquidation (or otherwise) the assets of the Company available for distribution among the shareholders shall be applied, subject to payments of dividend and/or capital to "A" preference shareholders, but in priority to ordinary shareholders:</p> <p>(a) firstly the nominal amount and any premium paid on the issue of each of their "B" preference shares; and</p> <p>(b) secondly a sum equal to any accrued and/or unpaid Fixed Preferred Dividend</p> <p>"B" preference shares do not confer any further right of participation in the profits or assets of the Company.</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	£1.00 "B" Preference	
Prescribed particulars	<p>Redemption</p> <p>On 1 January in each calendar year immediately following a Premier League promotion (a "Premier League Year") and in each year following a Premier League Year at the commencement of which the first team of the Company remains in the league or division of such league as the case may be to which it was promoted by virtue of a Premier League promotion (or in the case of a reconstruction, amalgamation or other variation of such league, remains in the league or division of such league as the case may be as most nearly equates to the league or division in which the first team of the Company played immediately prior to such reconstruction, amalgamation or other variation (a "Qualifying Year") the Company shall redeem all those "B" preference shares in respect of which the Company shall, on or before 1 October in the preceding calendar year, have received written notice from the registered holder(s) thereof requesting redemption of their "B" preference shares that they wish to be redeemed together with the relevant share certificate (s) or an indemnity form reasonably satisfactory to the Company.</p> <p>The Company shall not redeem any "B" preference shares at any time when any Fixed Preferred Dividend is in arrears or deficiency.</p> <p>The Company shall pay (on or before 8 January following the redemption of any relevant shares) each of the "B" preference shares so redeemed as a debt of the Company, a sum equal to its issue price (as defined above) together with a sum equal to all accruals of the Fixed Preferred Dividend (whether earned or declared or not) calculated down to and including the date of redemption. The Fixed Preferred Dividend shall cease to accrue from the date of redemption.</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	£1.00 "B" Preference	
Prescribed particulars	<p>If the Company is permitted by law to redeem only some of the "B" preference shares which are subject of valid redemption notices, the Company shall only redeem the number of such shares which it can so redeem at that time and in the order with which the Company received such valid redemption notices. The Company shall redeem, as soon thereafter as it may do so, all the remaining "B" preference shares to be redeemed and pending such redemption, shall not pay any dividend on any ordinary shares, unless the holders of not less than 75% of the "B" preference shares then in issue agree in general meeting or writing.</p> <p>If the Company fails to redeem any "B" preference shares on the due date (other than if prevented by law or the member's failure to provide the relevant share certificates/ indemnity) the redemption price shall be increased at a rate of 5% per annum calculated on a daily basis and compounded on 31 December in each year.</p> <p>Subject to the payment of all arrears and accruals of dividends on the "B" preference shares, the Company may, on not less than three months' written notice, at any time redeem all but not some only of the issued but unredeemed "B" preference shares.</p>	