

DON'T  
STAPLE

SH01

## Return of allotment of shares



Companies House

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✓ **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 on formation of the company for an allotment of a new share by an unlimited company.

MONDAY



\*ABFRNA9M\*

A09

31/10/2022

#16

COMPANIES HOUSE

## 1 Company details

Company number 0 0 1 5 4 0 4 4  
Company name in full NORWICH CITY FOOTBALL CLUB PLC

→ **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 2 7 0 9 2 0 2 2  
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
£	C PREFERENCE	10000000	£1.00	£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)

**Continuation page**  
Please use a continuation page if  
necessary.

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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'.

## Continuation page

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
<b>Currency table A</b>				
£	A PREFERENCE	9675	£9675	
	B PREFERENCE	14052	£14052	
	C PREFERENCE	10000000	£10000000	
<b>Totals</b>		See cont. page	See cont. page	
<b>Currency table B</b>				
<b>Totals</b>				
<b>Currency table C</b>				
<b>Totals</b>				
<b>Total issued share capital table</b>				
You must complete this table to show your total issued share capital. Add the totals from all currency tables, including continuation pages.		<b>Total number of shares</b>	<b>Total aggregate nominal value</b> Show different currencies separately. For example: £100 + €100 + \$10	<b>Total aggregate amount unpaid ①</b> Show different currencies separately. For example: £100 + €100 + \$10
<b>Grand total</b>		10640640	£10640640	0

## ① Total aggregate amount unpaid

Enter 0 or 'nil' if the shares are fully paid. We'll assume the shares are fully paid if you leave this blank.

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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 SHARES

Prescribed particulars  
①

The right to vote at general meetings of the Company and to receive a dividend if declared by the Board. 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 a winding up of the Company.

**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.

Class of share

A PREFERENCE SHARES

Prescribed particulars  
①

SEE CONTINUATION PAGE

Class of share

B PREFERENCE SHARES

Prescribed particulars  
①

SEE CONTINUATION PAGE

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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 ②, 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.

**② 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 James Towler

Company name McCormicks

Address 35-37 East Parade

Post town

County/Region North Yorkshire

Postcode H G 1 5 L Q

Country

DX

Telephone 01423 530630



### 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

#### 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](http://www.gov.uk/companieshouse) 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.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

## 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
£	ORDINARY SHARES	616913	£616913	

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

Class of share	A PREFERENCE SHARES	
Prescribed particulars	<p>Voting. The right to attend and vote at General Meetings of the Company only in the following events(a) if any resolution for winding up shall be proposed, and then only on such resolution, or</p> <p>(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. Dividends. In priority of any rights of the holders of any other shares in the capital of the Company, the right to 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 its subscribed ordinary shares. Capital. 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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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	B PREFERENCE SHARES	
Prescribed particulars	<p>Voting. The holders of B pref 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 pref 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 pref shares in which case, those members holding B pref shares who (being individuals) are present in person or by proxy, or (being corporation) 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 pref share held by them.</p> <p>Dividends. Subject to the payment of the cumulative preferential dividend on A pref shares, but in priority to the dividends on Ordinary shares, the right to received a cumulative preferential cash dividend ( the "Fixed Preferred Dividend") from 01/01/2000 at 4.5% per annum of their issue price in respect of all B pref shares then in issue.The Fixed Preferred Dividend shall accrue from day to day from 01/01/2000 and shall be paid, in arrears on or before 31 December in each year in respect of the 12 month period ending 30 June in each such year. 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 the 31 December in the year 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. For these purposes, "issue price" shall mean the sum of the nominal amount and any premium paid on the issues of a particular share.</p>	

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

Class of share	B PREFERENCE SHARES CONTINUED	
Prescribed particulars	<p>Capital. On a return of capital on liquidation (or otherwise) the assets of the Company available for distribution among shareholders shall be applied, subject to payments of dividend and/or capital to A pref shareholders, but in priority to ordinary shareholders. a) the nominal amount and any premium paid on the issue of each of their "B" pref shares, and b) a sum equal to any accrued and/or unpaid Fixed Preferred Dividend. B Pref shares do not confer any further right of participation in the profits or assets of the Company. Redemption. 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, 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 a reconstruction, amalgamation or other variation (a "Qualifying Year") the Company shall redeem all those B pref 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 thereof requesting redemption of their B pref shares that they wish to be redeemed together with the relevant share certificate or an indemnity form reasonably satisfied to the Company. The Company shall not redeem any B Pref shares at any time when any Fixed Preferred Dividend is in arrears of deficiency. Subject to the payment of all arrears/accruals of dividends on the B Pref shares, the Company may, on not less than 3 months' written notice, at any time redeem all but not some only of the issued B Pref Shares.</p>	



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

Class of share	C PREFERENCE SHARES
Prescribed particulars	<p><b>Voting</b></p> <p>The holders of "C" Preference Shares shall be entitled to receive reasonable notice of, attend and speak at any general meetings of the Company. They shall not be entitled to vote on any resolution at any general meeting of the Company in respect of their holdings of "C" Preference Shares unless the business of the meeting includes a resolution directly or adversely affecting, altering or abrogating the rights or privileges attached to the "C" Preference Shares (a "Relevant Resolution"), in which case, those holders holding "C" 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 "C" Preference Share held by them, but in each case, only in relation to a Relevant Resolution.</p> <p><b>Dividends.</b> Subject to the provisions of the Act, the Company shall pay to the holders of "C" Preference Shares, subject to the payment of the dividends on the "A" Preference Shares and "B" Preference Shares (except as otherwise set forth in Article 6(C)(iii)), but in priority to the dividends on Ordinary Shares, a cumulative preferential cash dividend (the "C" Preferred Dividend") at 7% per annum (compounded annually) of their issue price (based on the actual issue proceeds paid to the Company from and after the date(s) on which such proceeds are actually paid) plus all accrued but unpaid "C" Preferred Dividends in respect of all "C" Preference Shares then in issue.</p> <p>Notwithstanding the priority over Ordinary Shares, even if there are accrued but unpaid "C" Preferred Dividends, upon the approval of a majority of the outstanding "C" Preference Shares, the Company may pay a dividend on Ordinary Shares on the terms and subject to the conditions of such approval of the "C" Preference Shares.</p> <p><b>Redemption</b></p> <p>Subject to Article 6(C) and the provisions of the Act, from time to time upon the occurrence of a Redemption Event, the holder of "C" Preference Shares shall have the right (but not the obligation) to require all "C" Preference Shares to be redeemed by the Company (the "C" Preference Share Redemption") at a price equal to, in aggregate, ten million pound sterling (£10,000,000), plus all accrued but unpaid "C" Preferred Dividends thereon (and, for the avoidance of doubt, notwithstanding anything to the contrary in Article 6(A) with respect to the "A" Preference Shares or Article 6(B) with respect to the "B" Preference Shares), payable to the holder of "C" Preference Shares. The holder of "C" Preference Shares shall exercise such "C" Preference Share Redemption right by delivering written notice of exercise to the Company within fifteen (15) days following receipt by the holder of "C" Preference Shares of written notice of such Redemption Event from the Company.</p>

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

Class of share	C PREFERENCE SHARES CONTINUED
Prescribed particulars	<p>Such notice of exercise may be expressly made conditional upon the occurrence of such Redemption Event. Within five (5) days following the holder of "C" Preference Shares' delivery of such notice of exercise to the Company, the Company shall deliver to the holder of "C" Preference Shares the total redemption price for such "C" Preference Shares. For the avoidance of doubt, if the holder of "C" Preference Shares does not exercise its "C" Preference Share Redemption right upon the occurrence of a Redemption Event, such decision to not exercise its "C" Preference Share Redemption shall not constitute a waiver of such right and the holder of "C" Preference Shares will continue to have a "C" Preference Share Redemption right with respect to its "C" Preference Shares upon the occurrence of each and every subsequent Redemption Event, if and as applicable.</p> <p>If the Company is permitted by the Act to redeem only some of the "C" Preference Shares following a Redemption Event, then the Company shall redeem only the number of such shares that it can so redeem at that time. The Company shall redeem, as soon thereafter as it may do so, all the remaining "C" Preference Shares so to be redeemed, and pending such redemption, shall not pay any dividend on any Ordinary Shares unless the holders of a majority of the "C" Preference Shares then in issue agree in general meeting or in writing.</p> <p>If the Company fails for any reason to redeem any "C" Preference Shares on the due date (other than by virtue of the provisions of Article or following a failure by the holder concerned to deliver the relevant share certificate(s) or indemnity) the redemption price shall be increased at a rate of 5 per cent per annum calculated on a daily basis and compounded.</p> <p><b>Notice of Redemption Event</b></p> <p>The Company shall promptly provide the holder of the "C" Preference Shares with written notice of any proposed or actual Redemption Event and any proposed or actual Trigger Event.</p> <p><b>Conversion Right</b></p> <p>Upon the occurrence of a Trigger Event, if the holder of the "C" Preference Shares elects not to exercise its "C" Preference Share Redemption right, then the holder of the "C" Preference Shares shall have the right (but not the obligation) to convert its issued and outstanding "C" Preference Shares into a number of shares of Ordinary Shares equal to ten per cent. (10%) of all the issued and outstanding Ordinary Shares (on a fully diluted basis) as of such time (collectively, the "Preferred C Share Conversion"). Upon the occurrence of the Preferred C Share Conversion, the holder of the "C" Preference Shares shall forfeit all of its rights to the accrued and unpaid "C" Preferred Dividends associated with the converted "C" Preference Shares. The holder of the "C" Preference Shares shall exercise such conversion right by delivering written notice of exercise to the Company within fifteen (15) days following receipt by the holder of the "C" Preference Shares of written</p>

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

Class of share	C PREFERENCE SHARES CONTINUED
Prescribed particulars	<p>notice of such Trigger Event from the Company. Such notice of exercise may be expressly made conditional upon the occurrence of such Trigger Event. For the avoidance of doubt, if the holder of the "C" Preference Shares does not exercise its conversion right upon the occurrence of a Trigger Event, then it will continue to have a conversion right with respect to its "C" Preference Shares upon the occurrence of each and every subsequent Trigger Event, if and as applicable. Notwithstanding anything in these Articles to the contrary, if the holder of the "C" Preference Shares exercises its right of conversion in accordance with this Article 6(C), then, notwithstanding the timing of such exercise, the Preferred C Share Conversion shall be deemed to have occurred immediately prior to the applicable Trigger Event for all purposes (including the distribution of applicable proceeds to all holders of Ordinary Shares in connection with such Trigger Event).</p> <p><b>Return of capital</b></p> <p>On a return of capital on liquidation or otherwise, the assets of the Company available for distribution among the holders shall be applied, subject to payments of dividend and/or capital on "A" Preference Shares under Article 6(A)(ii) above and on "B" Preference Shares under Article 6(B)(ii), but in priority to any payment to the holders of Ordinary Shares:</p> <p>(1) first, the nominal amount and any premium paid on the issue of each of their "C" Preference Shares; and</p> <p>(2) secondly, a sum equal to any accrued and/or unpaid "C" Preferred Dividends; and</p> <p>(B) "C" Preference Shares do not confer any further right of participation in the profits or assets of the Company.</p> <p><b>For purposes of Article 6(C):</b></p> <p>"Person" means any individual, corporation (including not-for-profit), general or limited partnership, public limited company, private liability company, limited liability partnership, joint venture, estate, trust, consortium, association, unincorporated association, organisation, governmental body or other entity of any kind or nature.</p> <p>"Redemption Event" means any of the following:</p> <p>(a) the date that is seven (7) years after [â- ] August 2022;</p> <p>or</p> <p>(b) any Trigger Event.</p>

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

Class of share	C PREFERENCE SHARES CONTINUED	
Prescribed particulars	<p>"Trigger Event" means:</p> <p>(a) the sale, bequeath, gifting, assignment or other disposition in one or more transactions of more than fifty per cent. (50%) of the Ordinary Shares or otherwise constituting a controlling interest in the Company;</p> <p>(b) the sale of all or substantially all of the assets of the Company;</p> <p>(c) a merger, consolidation, recapitalisation, or reorganisation of the Company with or into another Person that results in the inability of the holders of the Company to designate or elect a majority of the board of directors of the Company or that otherwise results in a change of control of the Company;</p> <p>(d) the sale, bequeath, gifting, assignment, issuance or other disposition in one or more transactions of a number of Ordinary Shares or other voting shares of the Company (including, for this purpose, any other shares or other instruments/securities convertible into Ordinary Shares or such other voting shares) (collectively, the "Covered Shares") to another Person (including, without limitation, if applicable, a current holder of the Company) that if sold/issued to the holder of "C" Preference Shares would increase its ownership stake in the Company to a percentage greater than fifty per cent. (50%) of the outstanding Covered Shares (on a fully diluted basis, as if the holder of "C" Preference Shares had already converted all of its "C" Preference Shares to Ordinary Shares) (for purposes of illustration only, if, for example, a holder already owned 17.5% of Ordinary Shares and converted all of its "C" Preference Shares into an additional 10.0% of Ordinary Shares (i.e., for a total of 27.5% Ordinary Shares), then a proposed disposition of more than 22.5% of Ordinary Shares by another holder would qualify as a "Trigger Event" under this paragraph (d));</p> <p>(e) the sale, bequeath, gifting, assignment, issuance or other disposition in one or more transactions to another Person (including, without limitation, if applicable, a current holder of the Company) of a number of Covered Shares that, if the holder of "C" Preference Shares were not to acquire/subscribe for them, would preclude the holder of "C" Preference Shares (on a fully diluted basis, as if the holder of "C" Preference Shares had already converted all of its "C" Preference Shares to Ordinary Shares) from acquiring a controlling interest in the Company;</p> <p>(f) a dissolution, winding up or liquidation of the Company;</p> <p>(g) a bankruptcy or other event of insolvency of the Company;</p> <p>or</p> <p>(h) an initial public offering involving the Ordinary Shares of the Company.</p>	