

SH01

Return of allotment of shares



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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 by subse
on formation of the company o
for an allotment of a new class
shares by an unlimited compa

THURSDAY



R6DIH6PC
RC2 24/08/2017 #31
COMPANIES HOUSE

1 Company details

Company number 0 1 8 2 9 7 5 9
Company name in full John Heathcoat & Company (Holdings) 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 ①

From Date d 2 d 8 m 0 m 7 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
£	Z1 Shares	1	1.00	1.00	0.00
£	Z2 Shares	1	1.00	1.00	0.00

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				
£	Preference Shares	275000	275,000.00	
£	A Ordinary Shares	488157	488,157.00	
£	B Ordinary Shares	488157	488,157.00	
Totals		1251314	1251314	0

Currency table B				
Totals				

Currency table C				
Totals				

	Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
Totals (including continuation pages)	1350959	1350959	0

❶ Please list total aggregate values in different currencies separately.
For example: £100 + €100 + \$10 etc.

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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	
£	C Ordinary Shares	99643	99,643.00		
£	Z1 Shares	1	1.00		
£	Z2 Shares	1	1.00		
Totals		99645	99,645.00		0

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5 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	Preference Shares
Prescribed particulars 1	In priority to any other class of share, a fixed cumulative preferential net cash dividend at a rate of 3.5 per cent. per annum on the amounts paid up on the Preference Shares. The holders of the Preference Shares shall not be entitled to receive notice of, attend and speak at any general meetings of the Company and shall not be entitled to vote on any resolution at any general meeting of the Company. First payment on return of capital in priority to the all other classes of share.
Class of share	A Ordinary Shares
Prescribed particulars 1	Entitled to receive notice of and attend any general meetings of the Company. Subject to payment of Preference dividend and payment due in respect of Z Shares, any remaining profit distributed amongst the holders of A, B and C Ordinary Shares in proportion to the number of Shares held by each of them. On a return of capital, ranking second for any dividends that remain unpaid, fourth in paying any amount equal to the issue price of the shares held, fifth in proportion to shares held.
Class of share	B Ordinary Shares
Prescribed particulars 1	Entitled to receive notice of and attend any general meetings of the Company. Subject to payment of Preference dividend and payment due in respect of Z Shares, any remaining profit distributed amongst the holders of A, B and C Ordinary Shares in proportion to the number of Shares held by each of them. On a return of capital, ranking second for any dividends that remain unpaid, fourth in paying any amount equal to the issue price of the shares held, fifth in proportion to shares held.

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

6 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 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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5 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	C Ordinary Shares
Prescribed particulars	<p>The holders of the "C" Shares shall have no right to receive notice of, or attend, speak or vote at any general meeting or on any written resolution of the shareholders of the Company in respect of their holdings of "C" Shares. Subject to payment of Preference dividend and payment due in respect of Z Shares, any remaining profit distributed amongst the holders of A, B and C Ordinary Shares in proportion to the number of Shares held by each of them. On a return of capital, ranking second for any dividends that remain unpaid, fourth in paying any amount equal to the issue price of the shares held, fifth in proportion to shares held.</p>

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	Z1 Ordinary Shares	
Prescribed particulars	<p>The "Z" Shareholders shall not be entitled to receive notice of, attend or vote at any general meetings of the Company or to vote on any written resolution of the Company. The "Z" Shares shall not be entitled to any dividend nor to participate in any profits available for distribution save for if a Qualifying Event occurs during the Relevant Period, the Company shall subject to the provisions of the Act pay the Compensation (if any) to the "Z" Shareholders in accordance with any Compensation Agreement and the Articles. If no Qualifying event occurs on or before the expiry of the Relevant Period under the Articles, a Qualifying Event has occurred on or before the expiry of the Relevant Period and either no Compensation is due to the "Z" Shareholders or any Compensation which is due to the "Z" Shareholders has been duly paid, or a Restructure takes place on the terms in the Articles, each of the "Z" Shares shall, without any further resolution being required, immediately be converted into one Deferred Share which shall have no right to receive a dividend nor to participate in any profits available for distribution nor to receive any Compensation, nor to be entitled to receive notice of, nor to attend general meetings of the Company nor to vote on any resolutions of the Company. The "Z" Shares shall not be transferrable save subject to the provisions of the Companies Act 2006 and to the remaining provisions of the Articles, the Company shall have the right to redeem any Deferred Share at any time following the conversion of such Share from a "Z" Share into a Deferred Share pursuant to the Articles.</p>	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	Z2 Ordinary Shares	
Prescribed particulars	<p>The "Z" Shareholders shall not be entitled to receive notice of, attend or vote at any general meetings of the Company or to vote on any written resolution of the Company. The "Z" Shares shall not be entitled to any dividend nor to participate in any profits available for distribution save for if a Qualifying Event occurs during the Relevant Period, the Company shall subject to the provisions of the Act pay the Compensation (if any) to the "Z" Shareholders in accordance with any Compensation Agreement and the Articles. If no Qualifying event occurs on or before the expiry of the Relevant Period under the Articles, a Qualifying Event has occurred on or before the expiry of the Relevant Period and either no Compensation is due to the "Z" Shareholders or any Compensation which is due to the "Z" Shareholders has been duly paid, or a Restructure takes place on the terms in the Articles, each of the "Z" Shares shall, without any further resolution being required, immediately be converted into one Deferred Share which shall have no right to receive a dividend nor to participate in any profits available for distribution nor to receive any Compensation, nor to be entitled to receive notice of, nor to attend general meetings of the Company nor to vote on any resolutions of the Company. The "Z" Shares shall not be transferrable save subject to the provisions of the Companies Act 2006 and to the remaining provisions of the Articles, the Company shall have the right to redeem any Deferred Share at any time following the conversion of such Share from a "Z" Share into a Deferred Share pursuant to the Articles.</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 Douglas Streatfeild-James

Company name Burges Salmon

Address One Glass Wharf

Post town Bristol

County/Region

Postcode

B S 2 0 Z X

Country

DX 7829 Bristol

Telephone 0117 939 2000



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