

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

WEDNESDAY



A50XUXEW
A15 17/02/2016 #334
COMPANIES HOUSE

1 Company details

Company number

Company name in full

→ Filing 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

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	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	81,026	1	1	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
Ordinary	1	0	81,034	£ 81,034
				£
				£
				£
Totals			81,034	£ 81,034

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	
Total aggregate nominal value ④	

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.

③ E.g. Number of shares issued multiplied by nominal value of each share.

Continuation Pages
Please use a Statement of Capital continuation page if necessary.

② Total number of issued shares in this class.

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7 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**.

Class of share	Ordinary
Prescribed particulars ①	The shares have attached to them full voting, dividend and capital distribution rights (including on winding up), and do not confer any rights of redemption.
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 and any terms or conditions relating to redemption of these shares.

A separate table must be used for each class of share.

Continuation page

Please use a Statement of Capital continuation page if necessary.

8 Signature

I am signing this form on behalf of the company.

Signature

Signature

X  X

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 **Legal Department**

Company name **WPP**

Address **27 Farm Street**

Post town **London**

County/Region

Postcode **W 1 J 5 R J**

Country **UK**

DX

Telephone **0207 318 0000**

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

Scholz & Friends London Limited (the Company)

Company number: 3398022

**Minutes of a Board Meeting held at Berger House, 36-38 Berkeley Square, W1J 5AJ, London
On 16 February 2016 at 10am/pm.**

Present: Charles van der Welle (Chairman)
Chris Sweetland Director – by telephone
Christian Tiedemann Director – by telephone

1. Quorum and Declaration of Interests

- 1.1 The Chairman noted that a quorum was present in accordance with the Company's articles of association (the **Articles**) and declared the meeting open.
- 1.2 Each of the directors declared the nature and extent of their interest in the business to be transacted at the meeting in accordance with Sections 177 and 182 of the Companies Act 2006 (the **Act**) and the **Articles**.
- 1.3 The Chairman noted that pursuant to the Company's **Articles**, the directors were permitted to form part of the quorum and vote on the matters to be raised at the meeting.

2. Business of the meeting

- 2.1 The Chairman noted that the business of the meeting was to consider, and if thought fit to approve the Company's allotment of 81,026 ordinary £1 shares to its sole shareholder Scholz & Friends Group GmbH (the **Shareholder**) for the agreed consideration of £81,026 (the **Allotment**).

3. Authority

- 3.1 The attention of the directors was drawn to the provisions of Sections 550, 551 and 560 of the Act. It was noted that with the power given to the directors by s. 2.1 of the **Articles**, the directors are authorised to allot shares to the **Shareholder**.

4. Resolution

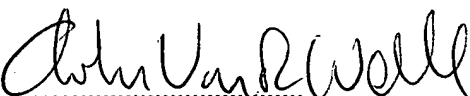
- 4.1 After due and careful consideration, subject to complying with the requirements of the Act, the **Articles** and having regard (amongst other matters) to the factors set out in section 172 of the Act, **IT WAS RESOLVED** that the Allotment would be in the best interests of the Company with a view to promoting the success of the Company for the benefit of the **Shareholder** and is hereby duly authorised.

5. Filings

- 5.1 The Company secretary was instructed to deliver a completed form SH01 to Companies House for registration and to update the share registers of the Company accordingly.

5. Closure

There being no further business the Chairman declared the meeting closed.

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Chairman