

SH01

Return of allotment of shares



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A11 16/09/2010 132
COMPANIES HOUSE

THURSDAY

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

For further information, please refer to our guidance at www.companieshouse.gov.uk

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 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

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)	Amount (if any) unpaid (including share premium)
Ordinary	GBP	333	0 01	13.35	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

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 the 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
See attached schedule				£
				£
				£
				£
Totals				£

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		④ Total aggregate nominal value Please list total aggregate values in different currencies separately. For example £100 + €100 + \$10 etc.
Total number of shares		
Total aggregate nominal value ④		

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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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

A Shares

Prescribed particulars

Please see continuation pages

1

Class of share

Ordinary

Prescribed particulars

Please see continuation pages

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

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Signature

I am signing this form on behalf of the company

Signature

Signature

X  X
for ANDWYCH SECRETARIES LIMITED

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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 **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

Manches LLP

Address

Post town

County/Region

Postcode

O X 4 2 H N

Country

DX 155710 OXFORD 13

Telephone 01865 722 106

 **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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Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	Ordinary Shares	
Prescribed particulars	<p>The Ordinary Shares are not liable to be redeemed. The holders of the Ordinary Shares are entitled to vote at general meetings. The holders of the Ordinary Shares are entitled to participate in dividends paid by the Company.</p> <p>As regards capital</p> <p>On and with effect from</p> <p>(1) the transfer, in a single transaction or in a series of related transactions, of all or substantially all of the trade and assets of the Company and its subsidiaries ("the Group") to any person in circumstances where all or a majority of the proceeds of such transfer are subsequently distributed to members (a "Disposal"), or</p> <p>(2) any return of capital of the Company resulting from any liquidation, dissolution or winding up of the Company, whether voluntary or involuntary or any other return of capital of the Company not resulting from a Disposal (a "Liquidation Event")</p> <p>then, provided that</p> <p>(a) the Disposal or Liquidation Event occurs by 29 January 2015, and</p> <p>(b) in the case of a Disposal, the aggregate amount available for payment to members as a result of that Disposal by way of dividend, dividend on liquidation or other distribution of the Company exceeds £160 million (or any equivalent value in a currency other than pound sterling),</p> <p>the holders of the A Shares will be entitled to receive a proportion of the aggregate amount available for payment to members (the "A Share Proceeds") calculated in accordance with the formula set out below and the holders of the Ordinary Shares will be entitled to the balance of such amount</p> <p>The total amount of the A Share Proceeds shall be calculated by the directors or any other person appointed by the directors by applying the formula below</p> $Y = [(X - 125,000,000) / (A + B)] \times B$ <p>but</p> <p>"Y" = "D"</p> <p>Where</p> <p>"Y" = the total amount of the A Share Proceeds</p> <p>"X" = the value of the Company as determined by the directors in their reasonable expectation as at the date on which the Disposal or Liquidation Event becomes or is to become effective based on the aggregate amount available for payment to members as a result of that Disposal or Liquidation Event by way of dividend, dividend on liquidation or other distribution of the Company</p> <p style="text-align: center;">See continuation sheet</p>	

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

Class of share	Ordinary Shares	
Prescribed particulars	<p>"A" = the aggregate of (i) the number of Ordinary Shares in issue at the Disposal or Liquidation Event, and (ii) the number of Ordinary Shares which would be issued if all options remaining under any share option scheme established by the Company which is an "employees' share scheme" within the meaning of Section 1166 of the Companies Act 2006 or would be but for the ability of consultants and/or non executive directors to participate therein which are capable of being exercised at such Disposal or Liquidation Event were exercised in full</p> <p>"B" = the aggregate number of A Shares in issue at the Disposal or Liquidation Event</p> <p>"D" = (E-15) x B x 0.5</p> <p>"E" = X / (A + 0.5B)</p> <p>The A Shares as a class shall not be entitled to receive any A Share Proceeds if the amount of "X" does not exceed £125,000,000</p> <p>The total amount of the A Share Proceeds (shown as "Y") shall be capped at the amount of "D"</p> <p>If a Disposal or Liquidation Event does not occur by 29th January 2015 the directors of the Company are obliged, by written notice to the holders of the A Shares, to convert all the A Shares in issue to Deferred Shares and without any further action required, all such A Shares shall be automatically converted into Deferred Shares</p> <p>The entitlement of holders of any Deferred Shares to participation on a return of capital on a winding up of the Company shall be limited to the repayment of the amount paid up on such Deferred Shares to a maximum of 5 pence per Deferred Share and such entitlement shall take place only after each of the members has received his entitled sum calculated pursuant to Article 5.3.4(b) plus the payment in cash of £1 million. Holders of the Deferred Shares shall not be entitled to any other return of capital or right of participation in the assets of the Company</p>	

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7 Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	A Shares
Prescribed particulars	<p>The A Shares are not liable to be redeemed. The holders of the A Shares are entitled to vote at general meetings. The holders of the A Shares are not entitled to participate in dividends paid by the Company unless such participation is approved by the directors in their absolute discretion.</p> <p>As regards capital</p> <p>On and with effect from</p> <p>(1) the transfer, in a single transaction or in a series of related transactions, of all or substantially all of the trade and assets of the Company and its subsidiaries ("the Group") to any person in circumstances where all or a majority of the proceeds of such transfer are subsequently distributed to members (a "Disposal"), or</p> <p>(2) any return of capital of the Company resulting from any liquidation, dissolution or winding up of the Company, whether voluntary or involuntary or any other return of capital of the Company not resulting from a Disposal (a "Liquidation Event")</p> <p>then, provided that</p> <p>(a) the Disposal or Liquidation Event occurs by 29 January 2015, and</p> <p>(b) in the case of a Disposal, the aggregate amount available for payment to members as a result of that Disposal by way of dividend, dividend on liquidation or other distribution of the Company exceeds £160 million (or any equivalent value in a currency other than pound sterling),</p> <p>the holders of the A Shares will be entitled to receive a proportion of the aggregate amount available for payment to members (the "A Share Proceeds") calculated in accordance with the formula set out below and the holders of the Ordinary Shares will be entitled to the balance of such amount</p> <p>The total amount of the A Share Proceeds shall be calculated by the directors or any other person appointed by the directors by applying the formula below</p> $Y = [(X - 125,000,000) / (A + B)] \times B$ <p>but</p> <p>"Y" = "D"</p> <p>Where</p> <p>"Y" = the total amount of the A Share Proceeds</p> <p>"X" = the value of the Company as determined by the directors in their reasonable expectation as at the date on which the Disposal or Liquidation Event becomes or is to become effective based on the aggregate amount available for payment to members as a result of that Disposal or Liquidation Event by way of dividend, dividend on liquidation or other distribution of the Company</p> <p style="text-align: right;">See continuation sheet</p>

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