

# SH01

## Return of allotment of shares

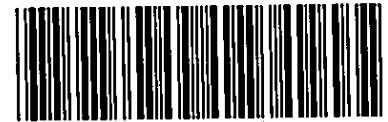


You can use the WebFiling service to file this form online.  
Please go to [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

**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

SATURDAY



A23 14/08/2010 347  
COMPANIES HOUSE

### 1 Company details

Company number: 0 7 2 1 9 4 6 8

Company name in full: STEVTON (NO.476) LIMITED (TO BE RENAMED POOL & SONS (HARTLEY WINTNEY) 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

From Date: d 1 2 m 0 8 y 2 0 y 1 0

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

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	9999	1.00	1.00	
PREFERENCE	GBP	90000	1.00	1.00	

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)

Area for providing details of non-cash consideration and valuation reports.

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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
ORDINARY	1.00		10000	£ 10,000.00
PREFERENCE	1.00		90000	£ 90,000.00
				£
				£
<b>Totals</b>			100000	£ 100,000.00

#### 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
<b>Totals</b>				

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
<b>Totals</b>				

#### 6 Statement of capital (Totals)

Please give the total number of shares and total aggregate nominal value of issued share capital		<b>④ Total aggregate nominal value</b> 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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## Return of allotment of shares

### 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	See attached
Class of share	PREFERENCE
Prescribed particulars ①	See attached
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
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 Sophie Dover

Company name Stevens & Bolton LLP

Address

Post town

Country/Region

Postcode G U 1 4 X S

Country

DX 2423 Guildford 1

Telephone 01483302264

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

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

Class of share

ORDINARY

Prescribed particulars

1. THE ORDINARY SHARE CARRIES ONE VOTE.  
2. THE ORDINARY SHARE RANKS EQUALLY WITH ANY OTHER ORDINARY SHARES AS TO RIGHTS TO PARTICIPATE IN DISTRIBUTIONS AS TO DIVIDENDS. NO INTERIM DIVIDEND MAY BE PAID ON SHARES CARRYING DEFERRED OR NON-PREFERRED RIGHTS IF, AT THE TIME OF PAYMENT, ANY PREFERENTIAL DIVIDEND IS IN ARREAR  
3 ON A RETURN OF ASSETS ON LIQUIDATION OR OTHERWISE, THE ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS DEBTS AND LIABILITIES AND AVAILABLE FOR DISTRIBUTION TO HOLDERS OF PREFERENCE SHARES AND ORDINARY SHARES SHALL BE APPLIED IN THE FOLLOWING MANNER AND ORDER OF PRIORITY:  
A) FIRST, IN PAYING TO THE HOLDERS OF THE PREFERENCE SHARES ALL UNPAID ARREARS AND ACCRUALS OF PREFERENCE DIVIDEND THEREON (CALCULATED AS AT THE DATE OF RETURN OF ASSETS AND IRRESPECTIVE OF WHETHER OR NOT THE SAME HAVE BEEN EARNED OR DECLARED) AND ALL ACCRUED BUT UNPAID INTEREST THEREON;  
B) SECONDLY, IN PAYING TO THE HOLDERS OF THE PREFERENCE SHARES THE AMOUNTS RESPECTIVELY PAID UP OR CREDITED AS PAID UP THEREON AND ANY FURTHER AMOUNTS WHICH WOULD BE PAYABLE THEREON, IF REDEEMED AT THAT TIME TOGETHER WITH ANY UNPAID BUT ACCRUED INTEREST THEREON;  
C) LASTLY, THE BALANCE (IF ANY) SHALL BE DISTRIBUTED TO THE ORDINARY SHARES  
4 ON A SALE, THE TOTAL CONSIDERATION RECEIVED IN RESPECT OF THE PREFERENCE SHARES AND ORDINARY SHARES SHALL BE ALLOCATED AND HELD ON TRUST AND DISTRIBUTED BETWEEN THE SELLERS OF SUCH SHARES TO THE EXTENT NECESSARY TO ENSURE THAT SUCH CONSIDERATION IS APPORTIONED IN THE PRIORITY PROVIDED IN PARAGRAPH 3.  
5. THE ORDINARY SHARES ARE NOT REDEEMABLE

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

Class of share	PREFERENCE (PAGE 1)
Prescribed particulars	<p>1. THE HOLDERS OF THE PREFERENCE SHARES SHALL HAVE THE RIGHT TO RECEIVE NOTICE OF ALL GENERAL MEETINGS OF THE COMPANY BUT SHALL HAVE NO RIGHT TO ATTEND OR VOTE THEREAT EITHER IN PERSON OR BY PROXY BY VIRTUE OR IN RESPECT OF THEIR HOLDINGS OF PREFERENCE SHARES UNLESS:</p> <p>A) THE MEETING IS HELD DURING A DEFAULT PERIOD; OR B) THE BUSINESS OF THE MEETING INCLUDES A RESOLUTION FOR THE WINDING UP OF THE COMPANY AND/OR DIRECTLY OR INDIRECTLY ALTERING OR ABROGATING ANY OF THE SPECIAL RIGHTS AND PRIVILEGES ATTACHING TO THE PREFERENCE SHARES;</p> <p>IN WHICH EVENT (SAVE AS OTHERWISE PROVIDED IN THE ARTICLES) EACH HOLDER OF PREFERENCE SHARES PRESENT IN PERSON OR BY PROXY OR CORPORATE REPRESENTATIVE SHALL BE ENTITLED ON A SHOW OF HANDS TO ONE VOTE AND ON A POLL TO ONE VOTE FOR EVERY PREFERENCE SHARE OF WHICH HE IS THE HOLDER PROVIDED THAT IN THE CASE OF PARAGRAPH 1(B) ABOVE THE HOLDERS OF PREFERENCE SHARES SHALL BE ENTITLED TO VOTE ONLY ON SUCH RESOLUTION AND NOT ANY OTHER RESOLUTION PROPOSED AT THE SAME MEETING.</p> <p>2. THE HOLDERS OF THE PREFERENCE SHARES AS A CLASS SHALL BE ENTITLED TO RECEIVE IN PRIORITY TO ANY PAYMENT BY WAY OF DIVIDEND TO THE HOLDERS OF ANY OTHER CLASS OF SHARES AND THE COMPANY SHALL PAY TO SUCH HOLDERS IN RESPECT OF EACH RELEVANT FINANCIAL YEAR (AS DEFINED BELOW) AND PROPORTIONATELY FOR ANY PART THEREOF) A FIXED CUMULATIVE PREFERENTIAL DIVIDEND ("THE PREFERENCE DIVIDEND") AT THE RATE OF EIGHT (8) PER CENT. ON THE AMOUNT (INCLUDING PREMIUM) FROM TIME TO TIME PAID UP ON THE PREFERENCE SHARES RESPECTIVELY HELD BY THEM</p> <p>3. FOR THE PURPOSES OF THE PREFERENCE DIVIDEND A RELEVANT FINANCIAL YEAR SHALL BE THE FINANCIAL YEAR ENDING ON 30 APRIL AND EACH SUBSEQUENT FINANCIAL YEAR.</p> <p>4. THE PREFERENCE DIVIDEND SHALL BE DEEMED TO ACCRUE FROM DAY TO DAY COMMENCING ON THE DATE OF ISSUE OF THE RELEVANT SHARES AND (WITHOUT PREJUDICE TO ANY PROVISIONS OF THESE ARTICLES REQUIRING EARLIER PAYMENT IN CERTAIN CIRCUMSTANCES) SHALL BE CALCULATED TO 31 OCTOBER AND 30 APRIL IN EACH YEAR. PAYMENT OF SUCH DIVIDENDS SHALL BE MADE ON 31 DECEMBER (IN RESPECT OF THE DIVIDEND CALCULATED TO 21 OCTOBER) AND 30 JUNE (IN RESPECT OF THE DIVIDEND CALCULATED TO 30 APRIL) WITH THE FIRST SUCH PAYMENT BEING MADE ON 30 JUNE 2011 IN RESPECT OF THE PERIOD FROM 1 AUGUST 2010 UP TO 30 APRIL 2011.</p>

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

Class of share

PREFERENCE (PAGE 2)

Prescribed particulars

5. ON A RETURN OF ASSETS ON LIQUIDATION OR OTHERWISE, THE ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS DEBTS AND LIABILITIES AND AVAILABLE FOR DISTRIBUTION TO HOLDERS OF PREFERENCE SHARES AND ORDINARY SHARES SHALL BE APPLIED IN THE FOLLOWING MANNER AND ORDER OF PRIORITY:

A) FIRST, IN PAYING TO THE HOLDERS OF THE PREFERENCE SHARES ALL UNPAID ARREARS AND ACCRUALS OF PREFERENCE DIVIDEND THEREON (CALCULATED AS AT THE DATE OF RETURN OF ASSETS AND IRRESPECTIVE OF WHETHER OR NOT THE SAME HAVE BEEN EARNED OR DECLARED) AND ALL ACCRUED BUT UNPAID INTEREST THEREON,

B) SECONDLY, IN PAYING TO THE HOLDERS OF THE PREFERENCE SHARES THE AMOUNTS RESPECTIVELY PAID UP OR CREDITED AS PAID UP THEREON AND ANY FURTHER AMOUNTS WHICH WOULD BE PAYABLE THEREON, IF REDEEMED AT THAT TIME UNDER PARAGRAPHS 7-11 BELOW TOGETHER WITH ANY UNPAID BUT ACCRUED INTEREST THEREON,

C) LASTLY, THE BALANCE (IF ANY) ("THE REMAINING ASSETS") SHALL BE DISTRIBUTED TO THE ORDINARY SHARES.

6 ON A SALE, THE TOTAL CONSIDERATION RECEIVED IN RESPECT OF THE PREFERENCE SHARES AND ORDINARY SHARES SHALL BE ALLOCATED AND HELD ON TRUST AND DISTRIBUTED BETWEEN THE SELLERS OF SUCH SHARES TO THE EXTENT NECESSARY TO ENSURE THAT SUCH CONSIDERATION IS APPORTIONED IN THE PRIORITY PROVIDED IN PARAGRAPH 5 ABOVE.

7 SUBJECT TO THE PROVISIONS OF THE COMPANIES ACT 2006, THE COMPANY SHALL REDEEM THE PREFERENCE SHARES FOR THE TIME BEING OUTSTANDING AND FULLY PAID ON 31 JULY 2015

8 NOTWITHSTANDING PARAGRAPH 7 ABOVE, AND SUBJECT TO THE PROVISIONS OF THE COMPANIES ACT 2006, THE COMPANY SHALL HAVE THE RIGHT AT ANY TIME TO REDEEM ALL OR SOME OF THE PREFERENCE SHARES FOR THE TIME BEING OUTSTANDING AND FULLY PAID, UPON GIVING TO THE HOLDERS OF THE PREFERENCE SHARES AS ARE TO BE REDEEMED NOT LESS THAN TWENTY-EIGHT DAYS PRIOR NOTICE IN WRITING (OR AS SUCH LESSER PERIOD AS AGREED WITH INVESTOR CONSENT) OF ITS INTENTION IN THAT RESPECT (THE LAST DAY OF SUCH NOTICE PERIOD ALSO BEING REFERRED TO BELOW AS THE "REDEMPTION DATE").

9. ANY REDEMPTION OF PREFERENCE SHARES UNDER PARAGRAPH 8 ABOVE SHALL BE SUBJECT TO A MINIMUM REDEMPTION OF 10,000 SHARES

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

Class of share	PREFERENCE (PAGE 3)
Prescribed particulars	<p>10. THERE SHALL BE PAID ON THE REDEMPTION OF EACH PREFERENCE SHARE (1) THE PAR VALUE OF SUCH SHARE, (11) ALL INTEREST PAYABLE THEREON AS PROVIDED HEREIN, CALCULATED UP TO AND INCLUDING THE REDEMPTION DATE.</p> <p>IN THIS SECTION:</p> <p>" DEFAULT PERIOD" MEANS ANY PERIOD IN WHICH, EXCEPT WITH INVESTOR CONSENT:</p> <p>A) THE COMPANY OR ANY MEMBER OF THE GROUP (OTHER THAN A DORMANT SUBSIDIARY) IS IN LIQUIDATION OR RECEIVERSHIP OR ADMINISTRATION OR OTHERWISE INSOLVENT WITHIN THE MEANING OF SECTION 123 OF THE INSOLVENCY ACT 1986 (OR THE EQUIVALENT IN ANY JURISDICTION OUTSIDE ENGLAND AND WALES), OR</p> <p>B) AN EVENT OF DEFAULT (BY WHATEVER NAME CALLED) HAS OCCURRED FOR THE PURPOSES OF ANY BORROWINGS OR FINANCIAL FACILITIES OF THE GROUP OR ANY OTHER EVENT RELATING TO NON-PAYMENT OR INSOLVENCY OF THE GROUP (HOWEVER DESCRIBED) HAS OCCURRED OR CIRCUMSTANCES SUBSIST WHICH (WITH THE GIVING OF NOTICE, PASSING OF TIME OR OTHERWISE) WOULD BE SUCH AN EVENT OF DEFAULT AND, IN EACH CASE HAS NOT BEEN REMEDIED (WHERE CAPABLE OF BEING REMEDIED) OR WAIVED (PROVIDED THAT ANY WAIVER SHALL BE DEEMED NOT HAVE BEEN GIVEN FOR THE PURPOSES OF THIS DEFINITION IF, IN THE REASONABLE OPINION OF AN INVESTOR MAJORITY, SUCH WAIVER MATERIALLY PREJUDICES THE INTERESTS OF THE INVESTORS) WITHIN 30 DAYS; OR</p> <p>C) ANY PREFERENCE DIVIDEND OR INTEREST DUE ON ANY REVOLVING CREDIT FACILITY PROVIDED BY KAYE ENTERPRISES LIMITED IS IN ARREARS FOR MORE THAN 180 DAYS, OR</p> <p>D) THE COMPANY SHALL HAVE FAILED OR IS UNABLE TO REDEEM ANY OF THE PREFERENCE SHARES ON ANY DATE ON WHICH IT BECOMES LIABLE TO REDEEM THE SAME IN ACCORDANCE WITH THESE ARTICLES, OR</p> <p>E) ANY OF THE SPECIAL RIGHTS OR PRIVILEGES ATTACHING TO ANY INVESTOR SHARES IN THESE ARTICLES AND/OR THE TERMS OF ANY INVESTOR CONSENT OR SPECIAL DIRECTOR CONSENT SHALL HAVE BEEN BREACHED AND (IF REMEDIABLE) NOT REMEDIED TO THE SATISFACTION OF THE SPECIAL DIRECTOR OR ANY INVESTOR MAJORITY (IN EACH CASE ACTING REASONABLY) WITHIN TWENTY ONE DAYS OF THE BREACH BEING NOTIFIED IN WRITING TO THE HOLDERS OF THE ORDINARY SHARES.</p>



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

Class of share	PREFERENCE (PAGE 4)	
Prescribed particulars	<p>"INVESTOR CONSENT" MEANS THE WRITTEN CONSENT OF AN INVESTOR MAJORITY</p> <p>"SPECIAL DIRECTOR" MEANS ANY SPECIAL DIRECTOR APPOINTED PURSUANT TO ARTICLE 22 OF THE ARTICLES OF ASSOCIATION</p> <p>"SPECIAL DIRECTOR CONSENT" MEANS THE EXPRESS WRITTEN CONSENT OF THE SPECIAL DIRECTOR IN OFFICE AT THE RELEVANT TIME OR, WHERE THERE IS NO SPECIAL DIRECTOR IN OFFICE OR THE SPECIAL DIRECTOR IN OFFICE IS UNABLE TO UNWILLING OR UNAVAILABLE TO PROVIDE ANY CONSENT FOR THE PURPOSES OF THESE ARTICLES, AN INVESTOR CONSENT</p>	