

In accordance with Section 555 of the Companies Act 2006.

SH01

Return of allotment of shares



Go online to file this information
www.gov.uk/companieshouse

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

WEDNESDAY



A13 *A76JHLXK* 23/05/2018 #170
COMPANIES HOUSE

1 Company details

Company number	0	1	4	2	8	2	1	0
Company name in full	SPECIALIST COMPUTER CENTRES 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

From Date	^d 1	^d 8	^m 0	^m 5	^y 2	^y 0	^y 1	^y 8
To Date	^d	^d	^m	^m	^y	^y	^y	^y

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.)

Currency
If currency details are not completed we will assume currency is in pound sterling.

Currency	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
GBP	A Ordinary	132,000	£1.00	£0	£2.08333333

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)

SH01
Return of allotment of shares

4

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				
GBP	Ordinary	1026671	1026671	
GBP	A Ordinary	132000	132000	
Totals		1158671	1158671	275000

Currency table B				
Totals		0	0	0

Currency table C				
Totals		0	0	0

Totals (including continuation pages)	Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
	1158671	1158671	275000

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

SH01
Return of allotment of shares

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 Ordinary

Prescribed particulars
1 Please see continuation sheet.

Class of share A ordinary

Prescribed particulars
1 Please see continuation sheet.

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.

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

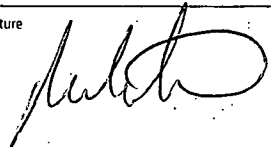
Continuation page

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.

SH01

Return of allotment of shares

 **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 911344

Company name PwC LLP

Address Cornwall Court

19 Cornwall Street

Post town Birmingham

County/Region West Midlands

Postcode B 3 2 D T

Country United Kingdom

DX


Telephone

 **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

SH01 - continuation page
Return of allotment of shares

7 Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	Ordinary
Prescribed particulars	<p>(A) A right to receive notice of, and attend and vote at any general meeting with the holders of the ordinary shares having one vote per share.</p> <p>(B) A right to receive dividends.</p> <p>(C) On an Exit Event (as defined in the articles), return of capital on liquidation, winding up or otherwise (other than on a conversion, redemption or purchase of Shares ("Return")) the surplus assets of the Company remaining after payment of its liabilities and available for distribution amongst the members (the "Return Proceeds") shall be applied as follows:</p> <p>(a) firstly, to the A Shareholders the A Share Entitlement (as defined below);</p> <p>(b) secondly, any remaining proceeds to the Ordinary Shareholders.</p> <p>The A Share Entitlement shall be the lower of:</p> <p>(a) the A Maximum Entitlement (as defined below); and</p> <p>(b) 2% of the Return Proceeds.</p> <p>The A Maximum Entitlement shall be calculated as follows:</p> <p>(a) if Cumulative EBIT is less than £43,200,000 the A Maximum Entitlement shall be nil;</p> <p>(b) if Cumulative EBIT is equal to or greater than £43,200,000 and less than £64,800,000 then the A Maximum Entitlement shall be calculated as follows:</p> $£2,035,000 + ((\text{EBIT Percentage} - 80) \times £22,000)$ <p>(c) if Cumulative EBIT is equal to or greater than £64,800,000 then the A Maximum Entitlement shall be £2,915,000.</p> <p>(D) The Shares are non-redeemable.</p>

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

Class of share	A Ordinary	
Prescribed particulars	<p>(A) A right to receive notice of, and attend and vote at any general meeting. Each A Share shall confer upon the holder 5% of the total voting rights of the Company notwithstanding the number of A Shares held by each of them.</p> <p>(B) No right to receive dividends.</p> <p>(C) On an Exit Event (as defined in the articles), return of capital on liquidation, winding up or otherwise (other than on a conversion, redemption or purchase of Shares ("Return"), the surplus assets of the Company remaining after payment of its liabilities and available for distribution amongst the members (the "Return Proceeds") shall be applied as follows:</p> <p>(a) firstly, to the A Shareholders the A Share Entitlement (as defined below);</p> <p>(b) secondly, any remaining proceeds to the Ordinary Shareholders.</p> <p>The A Share Entitlement shall be the lower of:</p> <p>(a) the A Maximum Entitlement (as defined below); and</p> <p>(b) 2% of the Return Proceeds.</p> <p>The A Maximum Entitlement shall be calculated as follows:</p> <p>(a) if Cumulative EBIT is less than £43,200,000 the A Maximum Entitlement shall be nil;</p> <p>(b) if Cumulative EBIT is equal to or greater than £43,200,000 and less than £64,800,000 then the A Maximum Entitlement shall be calculated as follows:</p> $£2,035,000 + ((\text{EBIT Percentage} - 80) \times £22,000)$ <p>(c) if Cumulative EBIT is equal to or greater than £64,800,000 then the A Maximum Entitlement shall be £2,915,000.</p> <p>(D) The Shares are non-redeemable.</p>	