**Return of allotment of shares**

In accordance with Section 555 of the Companies Act 2006.

**What this form is for**
You may use this form to give notice of shares allotted following incorporation.

**What this form is NOT**
You cannot use this for notice of shares taken in on formation of the company for an allotment of a new share by an unlimited company.

---

### 1. Company details

<table>
<thead>
<tr>
<th>Company number</th>
<th>SC432208</th>
</tr>
</thead>
<tbody>
<tr>
<td>Company name in full</td>
<td>SCOTBBEF INVERURIE LIMITED</td>
</tr>
</tbody>
</table>

---

### 2. Allotment dates

- **From Date**: 1/2/2014
- **To Date**: 20/12/2014

---

### 3. Shares allotted

Please give details of the shares allotted, including bonus shares. (Please use a continuation page if necessary.)

<table>
<thead>
<tr>
<th>Class of shares (E.g. Ordinary/Preference etc.)</th>
<th>Currency</th>
<th>Number of shares allotted</th>
<th>Nominal value of each share</th>
<th>Amount paid (including share premium) on each share</th>
<th>Amount (if any) unpaid (including share premium) on each share</th>
</tr>
</thead>
<tbody>
<tr>
<td>ORDINARY</td>
<td>GBP</td>
<td>600000</td>
<td>1.00</td>
<td>1.00</td>
<td>0.00</td>
</tr>
</tbody>
</table>

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.
### 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.

<table>
<thead>
<tr>
<th>Class of shares (E.g. Ordinary/Preference etc.)</th>
<th>Amount paid up on each share</th>
<th>Amount (if any) unpaid on each share</th>
<th>Number of shares</th>
<th>Aggregate nominal value</th>
</tr>
</thead>
<tbody>
<tr>
<td>ORDINARY</td>
<td>1.00</td>
<td>0.00</td>
<td>1000</td>
<td>£ 1,000.00</td>
</tr>
<tr>
<td>PREFERENCE</td>
<td>1.00</td>
<td>0.00</td>
<td>1000000</td>
<td>£ 1,000,000.00</td>
</tr>
<tr>
<td>ORDINARY</td>
<td>1.00</td>
<td>0.00</td>
<td>600000</td>
<td>£ 600,000.00</td>
</tr>
</tbody>
</table>

**Totals**

<p>| | | | | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td><strong>£ 1,601,000.00</strong></td>
</tr>
</tbody>
</table>

#### 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.

<table>
<thead>
<tr>
<th>Currency</th>
<th>Class of shares (E.g. Ordinary/Preference etc.)</th>
<th>Amount paid up on each share</th>
<th>Amount (if any) unpaid on each share</th>
<th>Number of shares</th>
<th>Aggregate nominal value</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Totals**

<p>| | | | | | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td><strong>£</strong></td>
</tr>
</tbody>
</table>

#### 6. Statement of capital (Totals)

Please give the total number of shares and total aggregate nominal value of issued share capital.

<table>
<thead>
<tr>
<th>Total number of shares</th>
<th>Total aggregate nominal value</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>1,601,000</strong></td>
<td><strong>£1,601,000.00</strong></td>
</tr>
</tbody>
</table>

**Total aggregate nominal value**

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

#### Notes

1. **Including both the nominal value and any share premium.**
2. **E.g. Number of shares issued multiplied by nominal value of each share.**
3. **Total number of issued shares in this class.**
4. Continuation Pages

03/11 Version 5.0
SH01
Return of allotment of shares

<table>
<thead>
<tr>
<th>Class of share</th>
<th>Prescribed particulars</th>
</tr>
</thead>
<tbody>
<tr>
<td>ORDINARY</td>
<td>Please see attached continuation sheet</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Class of share</th>
<th>Prescribed particulars</th>
</tr>
</thead>
<tbody>
<tr>
<td>PREFERENCE</td>
<td>Please see attached continuation sheet</td>
</tr>
</tbody>
</table>

**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**

**Prescribed particulars**

Please see attached continuation sheet

**Signature**

I am signing this form on behalf of the company.

Signature

[Signature]

Director

For D & Company Services Limited

This form may be signed by:

- Director
- Secretary
- Person authorised
- Administrator
- Administrative receiver
- Receiver
- Receiver manager
- CIC manager

© 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.

© Person authorised

Under either section 270 or 274 of the Companies Act 2006.
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:** Sarah Findley  
**Company name:** Dickson Minto W.S.

**Address:** 16 Charlotte Square

**Post town:** Edinburgh  
**County/region:** Midlothian  
**Postcode:** EH2 4DF  
**County:** Scotland  
**DX:** DX 199 Edinburgh  
**Telephone:** 0131 225 4455

**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.

**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.

**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
<table>
<thead>
<tr>
<th>Class of share</th>
<th>ORDINARY</th>
</tr>
</thead>
<tbody>
<tr>
<td>Prescribed particulars</td>
<td>a) Particulars of any voting rights, including rights that arise only in certain circumstances. The holders of the Ordinary Shares shall have one vote for each Ordinary Share held by them and shall be entitled to attend and vote at any General Meeting of the Company. At any General Meeting of the Company every holder of Ordinary Shares who is present in person (or in the case of a corporation by representative) shall have one vote on a show of hands and on a poll every holder so present or represented shall have one vote for each such share held.</td>
</tr>
<tr>
<td></td>
<td>b) Particulars of any rights, as respects dividends, to participate in a distribution. The profits and reserves available for distribution in respect of each financial year shall be applied as follows:</td>
</tr>
<tr>
<td></td>
<td>(i) In the first place in paying to the holders of the Preference Shares a fixed cumulative preferential annual cash dividend (the &quot;Preference Dividend&quot;) of 5 pence per annum in one instalment annually in arrears on 1 April in each year in respect of the twelve months ending on that date, provided that the profits and reserves distributable in respect of any such period shall be applied in the first place in paying the arrears (if any) of the Preference Dividend outstanding at the relevant time. The first payment of the Preference Dividend shall notwithstanding any other provision of the Articles be made on 1 April 2016 in respect of the period from the date of allotment of the relevant Preference Shares up to and including that date. The Preference Dividend shall accrue day by day and shall be payable without any resolution of the Directors.</td>
</tr>
<tr>
<td></td>
<td>(cont'd)</td>
</tr>
</tbody>
</table>
### Statement of capital (Prescribed particulars of rights attached to shares)

<table>
<thead>
<tr>
<th>Class of share</th>
<th>ORDINARY</th>
</tr>
</thead>
<tbody>
<tr>
<td>Prescribed particulars</td>
<td>(ii) In the second place and subject to payment having been made in full of the Preference Dividend (and all arrears thereof in respect of any previous period(s)) in paying to the holders of the Ordinary Shares the balance of any distributable profits available to be distributed, and which are resolved to be so distributed. Nothing in this paragraph (ii) shall prevent a dividend payable under this paragraph being paid out of profits earned in a financial year prior to the financial year during which the dividend is paid.</td>
</tr>
</tbody>
</table>

- **c)** Particulars of any rights, as respects capital, to participate in a distribution (including on winding up).

On a return of assets on liquidation (or otherwise) the surplus assets of the Company remaining after the payment of its liabilities shall be applied as follows:

- **(i)** In the first place in paying to the holders of the Preference Shares then in issue (if any), the sum of £1.00 for each of such shares held by them respectively together with a sum equal to any arrears, deficiency or accruals of the Preference Dividend to be calculated down to the date of the return of capital and to be payable irrespective of whether such dividend has been declared or earned or not.

- **(ii)** In the second place and subject thereto, in paying to and amongst the holders of the Ordinary Shares any balance of such surplus assets.

- **d)** Whether the shares are to be redeemed or are liable to be redeemed at the option of the Company or the shareholder any terms or conditions relating to redemption of these shares.

The Ordinary Shares are not redeemable.

(cont'd)
<table>
<thead>
<tr>
<th>Class of share</th>
<th>PREFERENCE</th>
</tr>
</thead>
<tbody>
<tr>
<td>Prescribed particulars</td>
<td>a) Particulars of any voting rights, including rights that arise only in certain circumstances.</td>
</tr>
</tbody>
</table>

The holders of the Preference Shares shall be entitled to receive notice of but shall not be entitled to attend or vote, in such capacity, at any General Meeting of the Company.

In the event that the Preference Dividend shall, at the date of the relevant General Meeting, have been due and in arrears for more than twenty-eight days, or in the event that at the date of the relevant General Meeting redemption of the Preference Shares, shall not have taken place within thirty days after any due date for redemption thereof and shall be outstanding, the holders of the Preference Shares shall (for so long as such payments remain in arrears or such redemption remains outstanding) be entitled to exercise one vote for each share held.

b) Particulars of any rights, as respects dividends, to participate in a distribution.

The profits and reserves available for distribution in respect of each financial year shall be applied as follows:

(i) In the first place in paying to the holders of the Preference Shares a fixed cumulative preferential annual cash dividend (the “Preference Dividend”) of 5 pence per annum in one instalment annually in arrears on 1 April in each year in respect of the twelve months ending on that date, provided that the profits and reserves distributable in respect of any such period shall be applied in the first place in paying the arrears (if any) of the Preference Dividend outstanding at the relevant time. The first payment of the Preference Dividend shall...
### Statement of capital (Prescribed particulars of rights attached to shares)

<table>
<thead>
<tr>
<th>Class of share</th>
<th>PREference</th>
</tr>
</thead>
<tbody>
<tr>
<td>Prescribed particulars</td>
<td><img src="image-url" alt="Image" /></td>
</tr>
</tbody>
</table>

Notwithstanding any other provision of the Articles be made on 1 April 2016 in respect of the period from the date of allotment of the relevant Preference Share up to and including that date. The Preference Dividend shall accrue day by day and shall be payable without any resolution of the Directors.

(ii) In the second place and subject to payment having been made in full of the Preference Dividend (and all arrears thereof in respect of any previous period(s)) in paying to the holders of the Ordinary Shares, the balance of any distributable profits available to be distributed, and which are resolved to be so distributed. Nothing in this paragraph (ii) shall prevent a dividend payable under the paragraph being paid out of profits earned in a financial year prior to the financial year during which the dividend is paid.

c) Particulars of any rights, as respects capital, to participate in a distribution (including on winding up).

On a return of assets on liquidation (or otherwise) the surplus assets of the Company remaining after the payment of its liabilities shall be applied as follows:

(i) In the first place in paying to the holders of the Preference Shares then in issue (if any), the sum of £1.00 of each of such shares held by them respectively together with a sum equal to any arrears, deficiency or accruals of the Preference Dividend to be calculated down to the date of the return of capital and to be payable irrespective of whether such dividend has been declared or earned or not.

(ii) In the second place and subject thereto, in paying to and amongst the holders of the Ordinary Shares any balance of such surplus assets.

(Cont'd)
Statement of capital (Prescribed particulars of rights attached to shares)

Class of share | PRE怎RENCE
--- | ---
Prescribed particulars | d) Whether the shares are to be redeemed or are liable to be redeemed at the option of the Company or the shareholder any terms or conditions relating to redemption of these shares.

(i) The Preference Shares which are then in issue and which have not by then been redeemed shall be redeemed by the Company at par on 31 December 2017. The Company shall have the right at any time prior to 31 December 2017, to redeem all or part of the Preference Shares in multiples of 100,000 (save for the last repayment which may be for any balancing amount) on giving to the holders thereof not less than 3 months' prior written notice (or such shorter notice as may be agreed with the holders thereof). No such early redemption of the Preference Shares shall take place without the prior written consent of the holders of the majority in nominal value of the Preference Shares nor if the Company is at the time in arrears with any dividend payments on the Preference Shares.

(ii) Any redemption of Preference Shares pursuant to this paragraph and the above paragraph shall be carried out by the Company pro rata according to the number of Preference Shares held by each holder thereof at the date of any such redemption.

(cont'd)
### Statement of capital (Prescribed particulars of rights attached to shares)

<table>
<thead>
<tr>
<th>Class of share</th>
<th>Prescribed particulars</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Terms defined in this Form SH01 shall have the following meanings:</td>
</tr>
<tr>
<td></td>
<td>&quot;Company&quot; means Scotbeef Inverurie Limited (Registered Number SC432208);</td>
</tr>
<tr>
<td></td>
<td>&quot;Directors&quot; means the directors of the Company from time to time, and &quot;Director&quot; means any one of them;</td>
</tr>
<tr>
<td></td>
<td>&quot;Ordinary Shares&quot; or &quot;Share&quot; means the ordinary shares of £1 each (nominal value) in the share capital of the Company; and</td>
</tr>
<tr>
<td></td>
<td>&quot;Preference Shares&quot; means the redeemable preference shares of £1 each (nominal value) in the share capital of the Company.</td>
</tr>
</tbody>
</table>