

# 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](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 special  
resolution on formation of the company  
for an allotment of a new class of  
shares by an unlimited company.

THURSDAY



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21/01/2016

#256

COMPANIES HOUSE

### 1 Company details

Company number 01994002

Company name in full PENDRAGON ORIENT 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 <sup>1</sup>

From Date d 1 d 9 m 0 m 1 y 2 y 0 y 1 y 6

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.  
(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 <sup>2</sup>	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	STERLING	5,000,000	£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.

#### Continuation page

Please use a continuation page if  
necessary.

Details of non-cash  
consideration.

If a PLC, please attach  
valuation report (if  
appropriate)

## SH01

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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 ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
ORDINARY	£1.00 FULLY PAID		10,000,000	£ 10,000,000
				£
				£
				£
Totals			10,000,000	£ 10,000,000

**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 ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Totals				

Currency

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
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 10,000,000 (ordinary shares)

Total aggregate nominal value ❹ £10,000,000

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

❶ Including both the nominal value and any  
share premium.

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

❸ Total number of issued shares in this class.

**Continuation Pages**

Please use a Statement of Capital continuation  
page if necessary.

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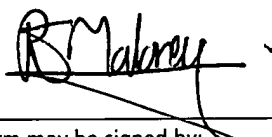
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## Statement of capital (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in <b>Section 4</b> and <b>Section 5</b> .		<p><b>① Prescribed particulars of rights attached to shares</b></p> <p>The particulars are:</p> <ul style="list-style-type: none"> <li>a particulars of any voting rights, including rights that arise only in certain circumstances;</li> <li>b particulars of any rights, as respects dividends, to participate in a distribution;</li> <li>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li> <li>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.</li> </ul> <p>A separate table must be used for each class of share.</p> <p><b>Continuation page</b> Please use a Statement of Capital continuation page if necessary.</p>
Class of share	ORDINARY	
Prescribed particulars ①	The share capital following this allotment is £10,000,000, made up of 10,000,000 ordinary shares of £1 each, and the directors are generally and unconditionally authorised to exercise all the powers of the Company to allot shares of the Company, and to grant shares to subscribe for or convert any security into shares of the Company. As per the articles of association, holders of ordinary shares are entitled to attend and speak at general meetings of the Company, to appoint one or more proxies (or, if they are corporations, corporate representatives) and to exercise voting rights. See continuation page	
Class of share		
Prescribed particulars ①		
Class of share		
Prescribed particulars ①		

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## Signature

I am signing this form on behalf of the company.		<p><b>② Societas Europaea</b> 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.</p> <p><b>③ Person authorised</b> Under either section 270 or 274 of the Companies Act 2006.</p>
Signature	<p>Signature</p> <p>X  X</p>	
<p>This form may be signed by:</p> <p><del>Director</del> ④, Secretary, Person authorised ④, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.</p>		

## STATEMENT OF CAPITAL/ RIGHTS ATTACHED TO SHARES

“writing” includes the representation or reproduction of words, symbols or other information in such form (including in electronic form or by making it available on a website) that it can be read or seen with the naked eye and a copy of it can be retained.

- 1.2 References in regulation 1 of Table A to “these regulations” shall be read as including a reference to these articles. Headings to these articles are inserted for convenience only and shall not affect their construction.
- 1.3 Unless the context otherwise requires, words or expressions contained in these articles bear the same meaning as in the Act but excluding any statutory modification of them not in force when these articles become binding on the Company.
- 1.4 Unless the contrary intention appears, words importing the singular number include the plural number and vice versa, words importing one gender include all genders and words importing persons include bodies corporate and unincorporated associations.
- 1.5 Except insofar as is stated to the contrary or the context otherwise requires, a reference to a statute, statutory provision or regulation includes any amendment, consolidation, re-enactment or replacement of it in whole or part for the time being in force.
- 1.6 References to the execution of anything sent or supplied in electronic form include references to its being executed by such means and incorporating such information as the board may from time to time stipulate for the purpose of establishing its authenticity and integrity.

### 2. Table A

- 2.1 The regulations contained in Table A (as modified by these articles) shall apply to the Company except in so far as they are excluded by or are inconsistent with these articles. Regulations 2, 8 to 11 (inclusive), 23, 24, 25, 26, 40, 41, 54, 60 to 63 (inclusive), 64, 65, 67, 73 to 80 (inclusive), 83, 85, 86, 89, 94 to 99 (inclusive), 108, 111, 112, 115, 116 and 118 of Table A, and provisions inserted in Table A by the Companies Act 1985 (Electronic Communications) Order 2000, shall not apply to the Company.

### 3. Limited liability

- 3.1 The liability of the members is limited to the amount, if any, unpaid on the shares held by them.

## SHARE CAPITAL

### 4. Power to allot shares

- 4.1 Subject to the Statutes and without prejudice to any rights attached to any existing shares, any share may be issued with such rights or restrictions as the Company may by ordinary resolution determine or, in the absence of any such determination or in so far as such ordinary resolution does not make specific provision, as the board may determine.

### 5. Redeemable shares

- 5.1 Subject to the Statutes and without prejudice to any rights attached to any existing shares, shares may be issued which are to be redeemed or which are liable to be redeemed at the option of the Company or of the holder on such terms and in such manner as may be provided for by these articles. Subject to article 5.2, any such redemption may be on such terms and in such manner as may be provided for by these articles.
- 5.2 Article 5.3 shall take effect from the time that section 685 of the Companies Act 2006 comes into force and these articles shall be read and construed accordingly.

- 5.3 Any redemption of shares may be on such terms and in such manner as the Company may by ordinary resolution determine or, in the absence of any such determination or in so far as such ordinary resolution does not make specific provision, as the board may determine.

**6. Disapplication of statutory pre-emption provisions**

- 6.1 The provisions of neither section 89(1) of the Companies Act 1985 nor section 561 of the Companies Act 2006 shall apply to the share capital of the Company (present and future).

**7. Alteration of share capital**

- 7.1 Subject to the Statutes, the Company may by special resolution reduce its share capital, any capital redemption reserve, any share premium account or other distributable reserve in any way.

**8. Execution of certificates**

- 8.1 Every certificate for shares or other securities of the Company shall be issued and supplied in hard copy form under the seal or in such other manner as the board, having regard to the terms of issue and the Statutes, may authorise, and each share certificate shall specify the shares to which it relates, the distinguishing number (if any) of the shares and the amount paid up on the shares. The board may determine, either generally or in relation to any particular case, that any signature on any certificate need not be autographic but may be applied by some mechanical or other means, or printed on the certificate, or that certificates need not be signed.

**LIEN AND FORFEITURE**

**9. Company's lien**

- 9.1 The Company shall have a first and paramount lien on every share for all monies (whether presently payable or not) called or payable at a fixed time in respect of that share, and the Company shall also have a first and paramount lien on all shares registered in the name of any person (whether solely or jointly with others) for all monies owing to the Company from him or his estate, either alone or jointly with any other person, whether as a member or not and whether such monies are presently payable or not. The board may at any time declare any share to be wholly or partly exempt from the provisions of this article. The Company's lien on a share shall extend to any amount payable in respect of it.
- 9.2 Notwithstanding anything to the contrary in these articles, the Company shall have no lien on any share over which a security interest has been or purported to be granted over that share that benefits a Secured Institution (as defined in Article 12.3 below) and regulations 8, 9, 10 and 11 of Table A in the schedule to the Companies (Table A to F) Regulations 1985 are not incorporated in these articles and shall not apply in respect of any such share.

**10. Forfeiture**

- 10.1 Subject to the Statutes and these articles, a forfeited share shall become the property of the Company and may be sold, re-allotted or otherwise disposed of on such terms and in such manner as the board determines either to the person who was before the forfeiture the holder or to any other person, and at any time before sale, re-allotment or other disposition the forfeiture may be cancelled on such terms as the board think fit. Where for the purposes of its disposal a forfeited share is to be transferred to any person the board may authorise some person to execute an instrument of transfer of the share to that person.

**TRANSFER OF SHARES**

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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	RICHARD MALONEY
Company name	PENDRAGON PLC
Address	PENDRAGON PLC LOXLEY HOUSE 2 OAKWOOD COURT LITTLE OAK DRIVE ANNESLEY NOTTINGHAM NG15 0DR
Post town	
County/Region	
Postcode	
Country	
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 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)