In accordance with Section 555 of the Companies Act 2006

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

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

✗ **What this form is NOT fo**
You cannot use this form to notice of shares taken by su on formation of the compa for an allotment of a new c shares by an unlimited com

MONDAY

A4KSYJXD
A08 23/11/2015 #133
COMPANIES HOUSE

1 Company details

Company number	0 2 5 3 9 8 7 0
Company name in full	WATKIN JONES & SON 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 ❶

	d	d	m	m	y	y	y	y
From Date	2	4	0	8	2	0	1	5
To Date	d	d	m	m	y	y	y	y

❶ **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.)

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

Class of shares (E g Ordinary/Preference etc)	Currency ❷	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
C Shares	GBP	42,000	0 01	0 00	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

Continuation page
Please use a continuation page if necessary

Details of non-cash consideration.

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

Shares allotted in consideration for the forfeiture of certain statutory employment rights pursuant to section 205A Employment Rights Act 1996

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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 ❶
Ordinary Shares	1 00	0 00	300,000	£ 300,000 00
A1 Shares	0.00	7.32	60,000	£ 60,000 00
B Shares	0.00	1 00	30,000	£ 30,000 00
C Shares	0 01	0 00	42,000	£ 420 00
		Totals	432,000	£ 390,420

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 ❶
		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 ❶
		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	
Total aggregate nominal value ❶	

❶ 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 Total number of issued shares in this class

❸ 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

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

Class of share	Ordinary Shares
Prescribed particulars	A) Each Ordinary Share carries one vote per share at a general meeting on a show of hands, one vote for each share on a poll and one vote on a written resolution B) (I) Subject to the dividend rights of the B Shares, the Company may pay to the holders of the Ordinary Shares in priority to the dividends on any other class of shares, such amount by way of dividend (not exceeding £2 1m which amount is index linked) in any financial year as may be agreed between the Directors and the Majority Shareholder and as the Directors resolve to distribute. (II) Subject to the dividend rights of the B Shares, the Company may pay to the holders of the Ordinary Shares such amount by way of dividend as the Directors resolve from time to time to fund the acquisition of shares pursuant to an option (III) Subject to the dividend rights of the B Shares and the rights expressed in (I) and (II) above, any reserves of profits which the company resolves to distribute shall, subject to Article 13.2 (summarised below), be distributed between the holders of the Ordinary Shares and the holders of the A Shares C) Upon a return of capital, the holders of Ordinary Shares are entitled to the balance of the realisation value remaining following the distribution of £2,000 to each holder of C Shares and such other returns due to the holders of A Shares and B Shares in accordance with the articles of association of the Company D) Ordinary Shares are not to be redeemed or liable to be redeemed

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

Class of share	A1 Shares
Prescribed particulars	For the purposes of the articles of association of the Company "A Share" encompasses an A1 Share, A2 Share, A3 Share and so on A) Each A Share carries one vote per share at a general meeting on a show of hands, one vote for each share on a poll and one vote on a written resolution B) (I) The holder of an A Share shall not be entitled to receive by way of dividend any distribution of the distributable reserves of the Company shown in the audited financial statements of the Company for the financial year ended immediately before the issue of such A Share (II) Subject to the prior rights of the B Shares and of the Ordinary Shares, the holder of an A Share shall be entitled in respect of that A Share to any dividend or any distribution (other than a distribution of capital) of the distributable reserves arising or accruing after the end of the financial year ended immediately before the date of issue of that A Share together with the Ordinary Shares and all other similarly entitled A Shares as if they were of one class C) On a return of capital, subject to the prior rights of the C Shares and the B Shares, the holders of such class of A Shares shall be entitled, in priority to any payment in respect of the Ordinary Shares and in respect of each 400 A Shares they hold, to an amount equal to 0 1% of the amount by which the lower of the realisation value (being inter alia on a sale, winding up or listing, the aggregate amount to be received by all shareholders) and the net asset value exceeds the hurdle applicable to such A Shares The hurdle applicable to the A1 Shares is £80,000,000, which amount shall be reduced by an amount equal to the aggregate amount of any distribution of the distributable reserves of the Company shown in the audited financial statements for the financial year ended immediately before the issue of the A1 Shares D) A Shares are not to be redeemed or liable to be redeemed

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

Class of share	B Shares
Prescribed particulars	A) Each B Share carries one vote per share at a general meeting on a show of hands, one vote for each Share on a poll and one vote on a written resolution B) The B Shares are entitled in priority to any other dividend on any other class of shares to a net cash dividend in an amount equal to 2 percent above the base rate when applied to the nominal value of each B Share on a daily basis and on the basis of a 365 day year The holders of B Shares are not entitled to participate in any other dividend C) Upon a return of capital, each B Share is entitled to an amount equal to all unpaid arrears and accruals of the B Share dividend (including an apportionment for the year in question) and the nominal value of the share in priority to any distribution on any other shares B Shares have no other entitlement to any return of capital D) B Shares are not to be redeemed or liable to be redeemed

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

Class of share	C Shares
Prescribed particulars	A) The C Shares do not entitle the holder to vote at any general meeting of the Company or on any written resolution of the Company B) The holders of C Shares do not have a right to participate in any dividend or distribution (other than a distribution of capital) C) On a return of capital, the holders of C Shares are first in priority Each holder of C Shares is entitled to an aggregate amount (irrespective of the number of C Shares held) of £2,000 Next, after the prior rights of the A Shares and the B Shares, the holders of such class of C Shares shall be entitled to a return, the amount of which depends on whether the hurdle applicable to such C Shares is greater or less than the net asset value If it is greater the following priority is followed (i) In paying from the remainder (if any) an amount up to the difference between such hurdle and the net asset value to the holders of Ordinary Shares pro rata, (ii) In paying from the remainder (if any) to the holders of the C Shares in respect of each 400 C Shares held, an amount equal to 0 1% of the amount by which the realisation value exceeds the hurdle set out above, less the £2,000 return per C Shareholder, and (iii) the remaining balance (if any) shall be attributed to the holders of the Ordinary Shares pro rata If it is less the following priority is followed (i) from the remainder (if any), to the holders of the C Shares in respect of each 400 C Shares held, an amount equal to 0 1% of the amount by which the realisation value exceeds the net asset value, less the £2,000 return per C Shareholder, (ii) the remaining balance of the realisation value (if any) shall be attributed to the holders of Ordinary Shares pro rata The hurdle applicable to the C Shares is £116,000,000, which amount shall be reduced by an amount equal to the aggregate amount of any distribution of the distributable reserves of the Company made in connection with or in anticipation of a sale, winding up, change of control or listing of either the Company, the Majority Shareholder in the Company or any holding company of the Majority Shareholder from time to time. D) C Shares are not to be redeemed or liable to be redeemed

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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 Shares
Prescribed particulars ❶	See continuation page 1
Class of share	A1 Shares
Prescribed particulars ❶	See continuation page 2.
Class of share	B Shares
Prescribed particulars ❶	See continuation page 3

❶ 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 ❷, Secretary, Person authorised ❸, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager

❷ 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

❸ 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: Liz Kenny
Company name: KPMG LLP
Address: 1 St Peter's Square
Post town: Manchester
County/Region:
Postcode: M 2 3 A E
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
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