

# 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**  
You cannot use this form to  
give notice of shares taken in  
formation of the company or  
for an allotment of a new class of  
shares by an unlimited company.

WEDNESDAY



A28

\*AF2S8ZVL\*

07/12/2011

COMPANIES HOUSE

94

1

### Company details

Company number 2 9 6 3 5 7 4

Company name in full MBO 1994 Limited

→ **Filing in this form**  
Please complete in typescript or in  
bold black capitals

All fields are mandatory unless  
specified or indicated by \*

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### Allotment dates

From Date d 3 d 0 m 1 m 1 y 2 y 0 y 1 y 1  
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

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### 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 ②	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
A Preference	GBP	500000	1.00	1.00	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)

**SH01****Return of allotment of shares****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 ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Ordinary	1.00		88267	£ 88,267.00
A Preference	1.00		1450000	£ 1,450,000.00
				£
				£
<b>Totals</b>			1538267	£ 1538267

**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

Total number of shares

Total aggregate  
nominal value ④

**④ Total aggregate nominal value**  
Please list total aggregate values in  
different currencies separately. For  
example £100 + €100 + \$10 etc

① Including both the nominal value and any  
share premium

③ E.g. Number of shares issued multiplied by  
nominal value of each share

② Total number of issued shares in this class

**Continuation Pages**

Please use a Statement of Capital continuation  
page if necessary

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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 **Section 4** and **Section 5**

Class of share

A Ordinary

Prescribed particulars  
1

**Dividends** - Any profits which the company determines to distribute in respect of any financial year shall be applied in paying dividends to the holders of the A shares and the B shares then in issue pari passu according to the number of such shares actually held by each shareholder as if all the shares constituted one class of share **Voting** - the shareholders shall have such number of votes as is equal to the number of shares held by them (save that where the A shares constitute more than 50% of the Company's issued equity capital they shall have at least such number of votes as represents 75% of the votes capable of being cast on the resolution concerned) and on a poll have such number of votes as is equal to the number of shares held by them (save that where the A shares constitute

Class of share

A preference

Prescribed particulars  
1

**Dividends** - the company shall pay to the holders of A preference shares, in priority to the holders of any other class of share, a non-cumulative preferential net cash dividend in respect of each A preference share **Voting** - A preference shares shall not entitle the shareholder to vote on any resolution at any general meeting of the company in respect of their holdings of A preference shares **Rights to capital** - On a return of capital on liquidation or capital reduction or otherwise (other than a redemption), the surplus assets of the Company remaining after the payment of its liabilities shall be applied as follows (a) in paying to the holders of A preference shares, in priority to the holders of any other class of share

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

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## Signature

I am signing this form on behalf of the company.

Signature

Signature

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 Syeeda Siddiqui

Company name Addleshaw Goddard LLP

Address 100 Barbirolli Square

Post town Manchester

County/Region

Postcode M 2 3 A B

Country UK

DX 14301 Manchester

Telephone 0161 934 6000



### 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)

## SH01 - continuation page

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

Class of share	A Ordinary	
Prescribed particulars	more than 50% of the Company's issued equity capital they shall have such number of votes as represents at least 75% of the votes capable of being cast on the resolution concerned). <b>Rights to capital</b> - the holders of the A shares and B shares shall be entitled to participate in the return of capital pari passu according to the number of A shares and B shares actually held by them as if they constituted one class. <b>Redemption</b> - the A ordinary shares are not redeemable.	

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

Class of share	A Preference	
Prescribed particulars	(1) all unpaid arrears, accruals and deficiencies of the A Preference Dividend, calculated down to and including the date the return of capital is made (whether the A Preference Dividend has become payable in accordance with these articles or not), and, subject thereto £1 00 for each A Preference Share held Redemption - the A preference shares are redeemable.	

**THE COMPANIES ACT 2006  
PRIVATE COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTIONS  
OF  
MBO 1994 LIMITED**

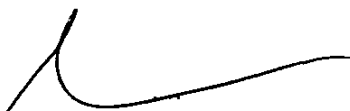
On 30 Nov 2011 the following ordinary and special resolution were duly passed as written resolutions of the Company pursuant to section 288 of the Companies Act 2006

**ORDINARY RESOLUTION**

- 1 That the directors are generally and unconditionally authorised pursuant to section 551 CA 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into such shares (**Allotment Rights**), but so that
- (a) the maximum amount of shares that may be allotted or made the subject of Allotment Rights under this authority are shares with an aggregate nominal value of £500,000,
  - (b) this authority shall expire on 30 Nov 2016,
  - (c) the Company may make any offer or agreement before such expiry which would or might require shares to be allotted or Allotment Rights to be granted after such expiry, and
  - (d) all unexercised authorities vested in the directors on the date of this resolution to allot shares or to grant Allotment Rights, or to allot relevant securities (as defined in the Companies Act 1985), are revoked

**SPECIAL RESOLUTION**

- 2 That the directors are empowered pursuant to section 570 CA 2006 to allot equity securities (as defined in section 560 CA 2006), pursuant to the authority conferred on them by resolution 1 above, as if section 561(1) CA 2006 did not apply to any such allotment, provided that this power
- (a) is limited to the allotment of equity securities with an aggregate nominal value of £500,000, and
  - (b) shall expire on 30 Nov 2016 (unless renewed, varied or revoked by the Company prior to or on that date) save that, before the expiry of this power, the Company may make any offer or agreement which would or might require equity securities to be allotted after such expiry

  
Director