

# SH09

## Return of allotment by an unlimited company allotting a new class of shares

BLUEPRINT

OneWorld

☒ **What this form is for**  
You may use this form to give notice  
of an allotment of a new share class  
by an unlimited company.

☐ **What this form is NOT for**  
You cannot use this form  
to give notice of an allotment of  
a limited company. To do  
use form SH01.

WEDNESDAY



\*A75MALWA\*

A15

09/05/2018

#172

COMPANIES HOUSE

### 1 Company details

Company number 0 3 0 5 1 2 5 5

Company name in full Containers Packaging (Europe)

#### → Filling in this form

Please complete in typescript or in  
bold black capitals.

All fields are mandatory unless  
specified or indicated by \*

### 2 Date of allotment

Date of allotment d 2 d 3 m 0 m 4 y 2 y 0 y 1 y 8

### 3 Prescribed particulars of rights attached to shares

Please give the class(es) of shares and the prescribed particulars of rights  
attached to shares for each class of share shown.

Class of share EUR Ordinary Shares

Prescribed particulars ① See continuation sheet

#### ① Prescribed particulars of rights attached to shares

The particulars are:

- particulars of any voting rights,  
including rights that arise only in  
certain circumstances;
- particulars of any rights, as  
respects dividends, to participate  
in a distribution;
- particulars of any rights, as  
respects capital, to participate in a  
distribution (including on winding  
up); and
- 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 pages

Please use the next page or a  
'Statement of Capital (Prescribed  
particulars of rights attached to  
shares)' continuation page if  
necessary.


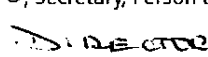
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Class of share		<b>① Prescribed particulars of rights attached to shares</b> The particulars are: a. particulars of any voting rights, including rights that arise only in certain circumstances; b. particulars of any rights, as respects dividends, to 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.  <b>Continuation pages</b> Please use the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if necessary.
Prescribed particulars ①		
Class of share		
Prescribed particulars ①		
Class of share		
Prescribed particulars ①		

4

**Signature**

	I am signing this form on behalf of the company.		
Signature	Signature 		
	This form may be signed by: Director ②, Secretary, Person authorised ③. 		<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.  <b>③ Person authorised</b> 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 Lisa Roberts

Company name Amcor

Address Amcor Central Services, 83 Tower Road

North, Warmley

Post town Bristol

County/Region

Postcode B S 3 0 8 X P

Country United Kingdom

DX

Telephone

**Checklist**

We may return 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 entered the date of allotment in section 2.
- ☐ You have completed the prescribed particulars of rights attached to shares in section 3.
- ☐ 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)

# SH09 - continuation page

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4	Prescribed particulars of rights attached to shares	
	Please give the class(es) of shares and the prescribed particulars of rights attached to shares for each class of share shown.	
Class of share	EUR Ordinary Shares	
Prescribed particulars ①	<p><b>Voting</b> Each EUR Ordinary Share will entitle its holder to receive notice of, attend and vote at any general meeting of the Company, and to receive copies of and agree to a proposed written resolution.</p> <p><b>Capital:</b> On a winding up of the Company or on a reduction or return of capital, the assets of the Company remaining after payment of its debts and liabilities and of the costs, charges and expenses of the winding up or reduction or return of capital will be applied pro rata as between the EUR Ordinary Shares, USD Ordinary Shares and the Ordinary Shares and in proportion to the number of EUR Ordinary Shares, USD Ordinary Shares and Ordinary Shares held by each of the Members respectively.</p> <p><b>Dividend</b> The Company may determine to distribute all or any part of the profits in respect of any financial year amongst the shareholders of EUR Ordinary Shares, USD Ordinary Shares and the Ordinary Shares pro rata as between the EUR Ordinary Shares, USD Ordinary Shares and the Ordinary Shares and pro rata to their respective shareholding.</p> <p>The Euro Ordinary Shares are not redeemable.</p>	

**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.

1. **An Unlimited Company having a Share Capital**  
**Articles of Association of Containers Packaging (Europe)**

**Preliminary**

2.

- (a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No. 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No. 1052) (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.
- (b) In these Articles the expression "the Act" means the Companies Act 2006, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.
- (c) In these articles the expression:
  - i. "EUR Ordinary Shares" shall mean ordinary shares of a nominal value of EUR €1.00 each in the capital of the Company;
  - ii. "USD Ordinary Shares" shall mean ordinary shares of a nominal value of US \$1.00 each in the capital of the Company; and
  - iii. "Ordinary Shares" shall mean ordinary shares of a nominal value of GBP £1.00 each in the capital of the Company

**Allotment of Shares**

3.

- (a) Shares with which the Company is incorporated shall be under the control of the Directors who may (subject to the relevant provisions of Sections 549 and 551 of the Act) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.
- (b) All shares other than those with which the Company is incorporated and which the Directors propose to issue shall first be offered to the Members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company in General Meeting shall by Special Resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than fourteen days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them; such further offer shall be made in like terms in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released

from the provisions of this Article by any such Special Resolution as aforesaid shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers therefor than the terms on which they were offered to the Members. The foregoing provisions of this paragraph (b) shall have effect subject to Sections 549 and 551 of the Act.

- (c) In accordance with Sections 567(1) and 567(2) of the Act Sections 561 and 562 of the Act shall not apply to the Company.

## **Shares**

4. The lien conferred by Clause 8 in Table A shall attach also to fully paid-up shares, and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company. Clause 8 in Table A shall be modified accordingly.
5. The liability of any Member in default in respect of a call shall be increased by the addition at the end of the first sentence of Clause 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".
6. The rights attaching to the different share class of share in the capital of the company shall be as follows:

(a) *Dividend*

The Company may determine to distribute all or any part of the profits in respect of any financial year amongst the shareholders of EUR Ordinary Shares, USD Ordinary Shares and the Ordinary Shares pro rata as between the EUR Ordinary Shares, USD Ordinary Shares and the Ordinary Shares and pro rata to their respective shareholding.

(b) *Capital*

On a winding up of the Company or on a reduction or return of capital, the assets of the Company remaining after payment of its debts and liabilities and of the costs, charges and expenses of the winding up or reduction or return of capital will be applied pro rata as between the EUR Ordinary Shares, USD Ordinary Shares and the Ordinary Shares and in proportion to the number of EUR Ordinary Shares, USD Ordinary Shares and Ordinary Shares held by each of the Members respectively.

(c) *Voting*

Each EUR Ordinary Share, Ordinary Share and each USD Ordinary Share will entitle its holder to receive notice of, attend and vote at any general meeting of the Company, and to receive copies of and agree to a proposed written resolution.

## General Meetings and Resolutions

7.

- (a) Notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Directors and to the Auditors for the time being of the Company.
- (b) All general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreedIt was noted that:
  - i. in the case of an annual general meeting, by all the Members entitled to attend and vote thereat; and
  - ii. in the case of any other meeting by a majority in number of the Members having a right to attend and vote being a majority together holding not less than ninety per cent in nominal value of the shares giving that right.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

Subject to the provisions of the articles and to any restrictions imposed on any shares, the notice shall be given to all the Members, to all persons entitled to a share in consequence of the death or bankruptcy of a Member and to the directors and auditors." and Clause 36 in Table A shall be varied accordingly

- (c) Clauses 54 and 55 in Table A shall not apply to the Company. Clause 56 in Table A shall apply save that the words "whether on a show of hands or on a poll" therein shall be omitted from these articles.
- (d) No business shall be transacted at any General Meeting unless a quorum is present. Subject to paragraph (e) below two persons entitled to vote upon the business to be transacted, each being a Member or a proxy for a Member or a duly authorised representative of a corporation, shall be a quorum.
- (e) If and for so long as the Company has only one Member, that Member present in person or by proxy or if that Member is a corporation by a duly authorised representative shall be a quorum.
- (f) If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine; and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefor such adjourned General Meeting shall be dissolved.
- (g) Clauses 37, 40 and 41 in Table A shall not apply to the Company.

8.

- (a) If and for so long as the Company has only one Member and that Member takes any decision which is required to be taken in General Meeting or by means of a

written resolution, that decision shall be as valid and effectual as if agreed by the Company in General Meeting.

- (b) Any decision taken by a sole Member pursuant to paragraph (a) above shall be recorded in writing and delivered by that Member to the Company for entry in the Company's Minute Book.
- (c) Clause 53 of Table A shall not apply to the Company.

#### **Appointment of Directors**

9.

- (a) Clause 64 in Table A shall not apply to the Company.
- (b) The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of Directors and the minimum number of Directors shall be one. Whensoever the minimum number of Directors shall be one, a sole Director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the Directors generally, and Clause 89 in Table A shall be modified accordingly.
- (c) The Directors shall not be required to retire by rotation and Clauses 73 to 80 (inclusive) in Table A shall not apply to the Company.
- (d) The Company may by Ordinary Resolution in General Meeting appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.
- (e) The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number determined in accordance with paragraph (b) above as the maximum number of Directors and for the time being in force.
- (f) In any case where as the result of the death of a sole Member of the Company the Company has no Members and no Directors the personal representatives of such deceased Member shall have the right by notice in writing to appoint a person to be a Director of the Company and such appointment shall be as effective as if made by the Company in General Meeting pursuant to paragraph (e) of this Article.



### **Borrowing Powers**

10. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

### **Alternate Directors**

- 11.
- (a) An alternate Director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointer as such appointer may by notice in writing to the Company from time to time direct, and the first sentence of Clause 66 in Table A shall be modified accordingly.
  - (b) A Director, or any such other person as is mentioned in Clause 65 in Table A, may act as an alternate Director to represent more than one Director, and an alternate Director shall be entitled at any meeting of the Directors or of any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present.

### **Gratuities and Pensions**

- 12.
- (a) The directors may provide benefits, whether by the payment of gratuities or pensions or by insurance or otherwise, for any director who has held but no longer holds any executive office or employment with the company or with any body corporate which is or has been a subsidiary of the company or a predecessor in business of the company or of any such subsidiary, and for any member of his family (including a spouse or civil partner and a former spouse or former civil partner) or any person who is or was dependent on him, and may (as well before as after he ceases to hold such office or employment) contribute to any fund and pay premiums for the purchase or provision of any such benefit.
  - (b) Clause 87 in Table A shall not apply to the Company.

### **Proceedings of Directors**

- 13.
- (a) A Director may vote, at any meeting of the Directors or of any committee of the Directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.
  - (b) Clauses 94 to 97 (inclusive) in Table A shall not apply to the Company.

## **The Seal**

14.

- (a) If the Company has a seal it shall only be used with the authority of the Directors or of a committee of Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or second Director. The obligation under Clause 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Clause 101 of Table A shall not apply to the Company.
- (b) The Company may exercise the powers conferred by Section 49 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors.

## **Indemnity**

15.

- (a) Every Director or other officer or Auditor of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, or in connection with any application under Section 661(3) or Section 1157 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 532 of the Act.
- (b) The Directors shall have power to purchase and maintain for any Director, officer or Auditor of the Company insurance against any such liability as is referred to in Section 233 of the Act.
- (c) Clause 118 in Table A shall not apply to the Company.

## **Transfer of Shares**

16. The Directors may, in their absolute discretion, decline to register the transfer of a share, whether or not it is a fully paid share, and the first sentence of Clause 24 in Table A shall not apply to the Company.

## **Winding Up**

17. Clause 117 in Table A shall apply to the Company save that the word "extraordinary" therein shall be replaced with the word "special".