

SH01

Return of allotment of shares

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.

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

FRIDAY



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A4BSVUZS

17/07/2015

#54

COMPANIES HOUSE

1 Company details

Company number 03707886

Company name in full THE ARDEN HOTEL 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 ①

From Date d 1 m 6 y 2 y 0 y 1 y 5
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 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
Redeemable preference	GBP	1899680	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)

1,899,680 units of unsecured loan notes 2014 of £1 each

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		23920	£ 23,920.00
Redeemable preference	1.00		1899680	£ 1,899,680.00
				£
				£
Totals			1923600	£ 1,923,600.00

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
Totals				

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
Totals				

6

Statement of capital (Totals)

	Please give the total number of shares and total aggregate nominal value of issued share capital.		④ Total aggregate nominal value Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.
Total number of shares	1923600		
Total aggregate nominal value ④	£1,923,600		

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.

SH01

Return of allotment of shares

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

1

These shares carry full voting rights, second priority dividend rights (following payments of dividends due to the holders of redeemable preference shares) and second priority rights to participate in any distributions (following payments of distributions due to the holders of redeemable preference shares). These shares are non-redeemable.

Class of share

Redeemable preference shares

Prescribed particulars

1

See continuation page.

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.

8

Signature

I am signing this form on behalf of the company.

Signature

Signature

X  X

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.

This form may be signed by:

Director **2**, Secretary, Person authorised **3**, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

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

DAVID GARDNER

Company name

ALDEN HOTEL LTD

Address

COVENTRY ROAD

BICKENHILL

SOLIHULL

Post town

County/Region

WEST MIDLANDS

Postcode

B92 0EH

Country

UK

DX

Telephone

01675 44 3221

**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

SH01 - continuation page

Return of allotment of shares

7

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

Class of share	Redeemable preference shares
Prescribed particulars	<p>"Companies Acts" means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company.</p> <p>"Financial Year" means a financial year or other period in respect of which the Company prepares its accounts in accordance with the relevant provisions of the Act.</p> <p>"Issue Price" means the amount paid up or credited as paid up (including any premium on issue) on a share.</p> <p>"LIBOR" means in relation to any amount and Preference Dividend Period the rate per annum conclusively determined by Barclays Bank plc to be the rate at which Sterling deposits of a comparable amount are offered by Barclays Bank plc to prime banks in the London Interbank Market for a period equivalent to such Preference Dividend Period at or about 11.00am on the Quotation Date.</p> <p>"Preference Dividend Payment Date" means 1 January, 1 April, 1 July or 1 October in any year (as the context requires).</p> <p>"Preference Dividend Period" means (as the context requires) the period from (and including) the date of the adoption of these articles to (but excluding) 1 April 2015 or any subsequent Preference Dividend Payment Date to (but excluding) the next following Preference Dividend Payment Date.</p> <p>"Quotation Date" means, in relation to any Preference Dividend Period, the day (or the latest day) on which quotations would normally be given by prime banks in the London Interbank Market for deposits in Sterling for delivery on the first day of that Preference Dividend Period.</p> <p>"RPS Holders" means the shareholders holding the Redeemable Preference Shares.</p>

SH01 - continuation page

Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	Redeemable preference shares	
Prescribed particulars	DIVIDENDS	
	<p>The profits of the Company which are available for lawful distribution shall be applied firstly in paying to the shareholders holding Redeemable Preference Shares a fixed dividend (the "Preference Dividend") at the rate equal to LIBOR per annum of the Issue Price of each Redeemable Preference Share.</p>	
	<p>The Preference Dividend shall accrue from day to day from and including the date of the adoption of the articles of association of the Company.</p>	
	<p>Subject to the Companies Acts, the Preference Dividend shall be paid by quarterly payments in arrears on 1 January, 1 April, 1 July and 1 October in each year in respect of the Preference Dividend Periods ending on the day before those dates. The first Preference Dividend payment shall be made on 1 April 2015 and will be in respect of the period from (and including) the date of the adoption of the articles to (but excluding) 1 April 2015.</p>	
	<p>The amount of the Preference Dividend will accrue from day to day on the Issue Price of each Redeemable Preference Share and will be calculated on the basis of a 365 day year and the actual number of days elapsed. If any Preference Dividend Payment Date falls on a day which is not a Business Day it shall be postponed to the next Business Day.</p>	
	<p>Unless the Company is prohibited from paying dividends by the Companies Acts, the Preference Dividend shall be paid immediately on its due dates notwithstanding that there has not been a recommendation or declaration of the Board or resolution of the Company in general meeting approving their payment. Such dividends (together with any interest thereon) shall, if not paid on their due dates shall constitute a debt due from the Company to the holders of the Preference Shares which shall be payable in priority to any later Preference Dividend.</p>	

SH01 - continuation page
Return of allotment of shares

7

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

Class of share	Redeemable preference shares	
Prescribed particulars	<p>Where the Company is precluded by the Companies Acts from paying any Preference Dividend in full on any date specified in these Articles, then in respect of any Preference Dividend which would otherwise require to be paid pursuant to these Articles on that date:</p> <p>-the Company shall pay on that date to the holders of the Preference Shares the maximum part of the Preference Dividend which can then be paid by the Company; and</p> <p>-as soon as the Company is no longer precluded from doing so, the Company shall pay to the holders of the Preference Shares the maximum amount of the Preference Dividend which can, under the Companies Acts be paid by the Company at that time.</p> <p>Any arrears of Preference Dividend shall be carried forward and any amount which the Company shall subsequently distribute by way of dividend to the holders of the Preference Shares in respect of any Financial Year shall be applied first in reducing or extinguishing any arrears of Preference Dividend (which arrears shall rank for payment in the order of priority applicable to such dividends).</p> <p>CAPITAL</p> <p>On a return of capital on liquidation or capital reduction or otherwise (except in the case of the redemption of shares of any class or the purchase by the Company of its own shares), the surplus assets of the Company available for distribution among the shareholders shall be applied firstly, in paying to each member holding Preference Shares:</p> <p>-all unpaid arrears, accruals and deficiencies of the Preference Dividend on the Preference Shares held by him calculated down to and including the date the return of capital is made (such arrears, accruals and deficiencies being payable irrespective of whether the relevant dividend has become due and payable in accordance with these Articles); and, subject thereto; and</p> <p>-an amount equal to the aggregate Issue Price of all the Preference Shares held by him.</p>	

SH01 - continuation page

Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	Redeemable preference shares	
Prescribed particulars	VOTING	
	RPS Holders shall be entitled to receive notice of and to attend and speak but not vote at any general meeting of the Company.	
	REDEMPTION OF REDEEMABLE PREFERENCE SHARES	
	The Company will be entitled at any time to redeem all or part (being £1,000 in nominal amount or any integral multiple of £1,000) of the Redeemable Preference Shares.	
	Each RPS Holder shall be entitled to serve a notice in writing to the Company (the "Redemption Notice") requiring all or any of the Redeemable Preference Shares held by them to be redeemed at any time if:	
	-the Preference Dividend or any part of it has been and remains in arrears for a period of 14 days or more;	
	-any encumbrancer takes possession of or a receiver or administrative receiver is appointed of the whole or a material part of the undertaking or assets of the Company;	
	-an order is made or an effective resolution is passed for the winding up of the Company;	
	-an administrative order is made in respect of the Company;	
	-the Company is unable to pay its debts within the meaning of section 123 of the Insolvency Act 1986 or shall stop payment of its creditors or shall cease to carry on its business;	
	-the directors make a proposal for voluntary arrangement under section 1 of the Insolvency Act 1986 or otherwise make any arrangement or composition with its creditors generally; or	
	-he has served one month's written notice on the Company requiring redemption and the redemption will not cause the Company trading difficulties.	

SH01 - continuation page

Return of allotment of shares

7

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

Class of share	Redeemable preference shares	
Prescribed particulars	<p>Any Redemption Notice shall be served by any RPS Holder to the Company at its registered office. On the service of the Redemption Notice, the Company shall be bound to redeem the Redeemable Preference Shares in respect of which such notice is given.</p> <p>On any redemption of the Redeemable Preference Shares, whether at the election of a shareholder or the Company, the Company shall redeem the Redeemable Preference Shares at par together with any outstanding Preference Dividends to be paid up to (but excluding) the date of redemption.</p> <p>ADDITIONAL REDEEMABLE PREFERENCE SHARES</p> <p>Each shareholder holding Redeemable Preference Shares shall have the right to acquire (by subscription at a nominal value of an amount up or equal to such shareholder's holding of the Redeemable Preference Shares. Such amount to be payable in full on subscription) additional Redeemable Preference Shares to be issued by a subsidiary of the Company on terms and conditions substantially the same as those applicable to the Redeemable Preference Shares (but so that the payment rate of Preference Dividends thereon for each interest period will be 5% below LIBOR) except that such additional Redeemable Preference Shares shall not carry the right to acquire further securities.</p>	