

SH01

Return of allotment of shares



Companies House



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☒ **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
shareholders on formation of the company
for an allotment of a new class of
shares by an unlimited company.



A11 17/01/2017 #422
COMPANIES HOUSE

1 Company details

Company number 03763413

Company name in full ANDREW BROWN LEISURE 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

From Date 16/03/2016
To Date

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.

| Currency | Class of shares (E.g. Ordinary/Preference etc.) | 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 |
|------------|--|------------------------------|--------------------------------|--|---|
| E ORDINARY | £ | 115,788 | £0.001 | 0.001 | NIL |
| | | | | | |
| | | | | | |

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)

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Statement of capital

Complete the table(s) below to show the issued share capital at the date to which this return is made up.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

Please use a Statement of Capital continuation page if necessary.

| Currency Complete a separate table for each currency | Class of shares E.g. Ordinary/Preference etc. | Number of shares | Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value | Total aggregate amount unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium |
|---|--|------------------|---|---|
| Currency table A | | | | |
| £ | ORDINARY | 3,743,812 | 3,743,812 | |
| £ | E ORDINARY | 115,788 | 115.79 | |
| | | | | |
| Totals | | 3,859,600 | £3,743,927.79 | NIL |

| | | | | |
|-------------------------|--|--|--|--|
| Currency table B | | | | |
| | | | | |
| | | | | |
| | | | | |
| Totals | | | | |

| | | | | |
|-------------------------|--|--|--|--|
| Currency table C | | | | |
| | | | | |
| | | | | |
| | | | | |
| Totals | | | | |

| | | | |
|--|------------------------|---------------------------------|---------------------------------|
| Totals (including continuation pages) | Total number of shares | Total aggregate nominal value ❶ | Total aggregate amount unpaid ❶ |
| | 3,859,600 | £3,743,927.79 | NIL |

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

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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 share capital tables in **Section 4**.

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.

A separate table must be used for each class of share.

Continuation page

Please use a Statement of Capital continuation page if necessary.

Class of share

ORDINARY

Prescribed particulars
①

[PLEASE SEE ATTACHED CONTINUATION SHEET]

Class of share

E ORDINARY SHARES

Prescribed particulars
①

[PLEASE SEE ATTACHED CONTINUATION SHEET]

Class of share

Prescribed particulars
①

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Signature

I am signing this form on behalf of the company.

Signature

Signature

X Oliver Brown

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.

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| 5 | Statement of capital (prescribed particulars of rights attached to shares) | |
|------------------------|---|--|
| Class of share | ORDINARY | |
| Prescribed particulars | <p>The Ordinary Shares entitle the holder to:</p> <p>(A) one vote on a show of hands and one vote for every share of which he is a holder on a poll vote;</p> <p>(B) save as set out in the Articles, the Ordinary Shares and the E Shares shall rank pari passu for any dividend;</p> <p>Any dividends declared (if any) from the Available Profits of the Company as shown in the 2015 Accounts (2015 Available Profits) shall be distributed to the Ordinary Shareholders pari passu pro rata to their respective holdings of Ordinary Shares. The holders of E Shares shall not be entitled to participate in any distribution of dividends from the 2015 Available Profits.</p> <p>Any dividends declared from the Available Profits of the Company in any Financial Year following the year ending on the Accounts Date shall be distributed to the Ordinary Shareholders and E Shareholders pari passu (as if they constituted Shares of the same call) pro rata to their respective shareholdings of Ordinary Shares and E Shares.</p> <p>(C) On a return of assets on liquidation or capital reduction or otherwise, the assets of the Company remaining after the payment of its liabilities shall be applied as follows:</p> <p>(a) first in pay to each holder of E Shares in respect of each E Share of which he is the holder, the Issue Price;</p> <p>(b) then, the balance of such assets (Asset Balance) shall be distributed amongst the holders of the Ordinary Shares and E Shares as follows:-(i) the amount of the Asset Balance up to and including the Hurdle shall be distributed amongst the Ordinary Shares pro rata to the number of Ordinary Shares held by the Ordinary Shareholders; and (ii) then, the amount of the Asset Balance in excess of the Hurdle shall be distributed amongst the Ordinary Shareholders and E Shareholders pro rata to the number of Ordinary Shares and E Shares held by the Ordinary Shareholders and E Shareholders,</p> <p>In the event of a Share Sale or Listing, the proceeds of such Share Sale or Listing shall be applied in the following order:</p> <p>(a) first in paying to each holder of E Shares in respect of each E Share of which he is the holder, the Issue Price;</p> <p>(b) then, the balance of such proceeds (Proceeds Balance) shall be distributed amongst the holders of the Ordinary Shares and E Shares as follows:-</p> <p>(i) the amount of the Proceeds Balance up to and including the Hurdle shall be distributed amongst the holders of the Ordinary Shares pro rata to the number of Ordinary Shares held by the Ordinary Shareholders; and</p> <p>(ii) then the amount of the Proceeds Balance in excess of the Hurdle shall be distributed amongst the Ordinary Shareholders and E Shareholders pro rata to the number of Ordinary Shares and E Shares held by the Ordinary Shareholders and E Shareholders;</p> <p>(D) the Ordinary Shares are non-redeemable.</p> | |

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| 5 | Statement of capital (prescribed particulars of rights attached to shares) | |
|------------------------|--|--|
| Class of share | E ORDINARY | |
| Prescribed particulars | <p>The E Ordinary Shares entitle each holder to:</p> <p>(A) one vote on a show of hands and one vote for every share of which he is holder on a poll vote;</p> <p>(B) save as set out in the Articles, the E Ordinary Shares and the Ordinary Shares shall rank pari passu for any dividend. Any dividends declared (if any) from the Available Profits of the Company as shown in the 2015 Accounts (2015 Available Profits) shall be distributed to the Ordinary Shareholders pari passu pro rata to their respective holdings of Ordinary Shares. The holders of E Ordinary Shares shall not be entitled to participate in any distribution of dividends from the 2015 Available Profits.</p> <p>Any dividends declared from the Available Profits of the Company in any Financial Year following the year ending on the Accounts Date shall be distributed to the Ordinary Shareholders and E Shareholders pari passu (as if they constituted Shares of the same class) pro rata to their respective holdings of E Ordinary Shares and Ordinary Shares.</p> <p>(C) On a return of assets on liquidation or capital reduction or otherwise, the assets of the Company remaining after the payment of its liabilities shall be applied as follows:</p> <p>(a) first in paying to each holder of E Ordinary Shares in respect of each E Ordinary Share of which he is the holder, the Issue Price;</p> <p>(b) then, the balance of such assets (Asset Balance) shall be distributed amongst the holders of the Ordinary Shares and E Ordinary Shares as follows:-</p> <p>(i) the amount of the Asset Balance up to and including the Hurdle shall be distributed amongst the holders of the Ordinary Shares pro rata to the number of Ordinary Shares held by the Ordinary Shareholders; and</p> <p>(ii) then the amount of the Asset Balance in excess of the Hurdle shall be distributed amongst the E Shareholders and Ordinary Shareholders pro rata to the number of Ordinary Shares and E Ordinary Shares held by the Ordinary Shareholders and E Shareholders,</p> <p>Realisation on a Share Sale or Listing</p> <p>In the event of a Share Sale or Listing, the proceeds of such Share Sale or Listing shall be applied in the following order:</p> <p>(a) first in paying to each holder of E Shares in respect of each E Ordinary Shares of which he is the holder, the Issue Price;</p> <p>(b) then, the balance of such proceeds (Proceeds Balance) shall be distributed amongst the holders of the Ordinary Shares and E Ordinary Shares as follows:-</p> <p>(i) the amount of the Proceeds Balance up to and including the Hurdle shall be distributed amongst the holders of the Ordinary Shares pro rata to the number of Ordinary Shares held by the Ordinary Shareholders; and</p> <p>(ii) then the amount of the Proceeds Balance in excess of the Hurdle shall be distributed amongst the Ordinary Shareholders and E Shareholders pro rata to the number of Ordinary Shares and E Ordinary Shares held by the Ordinary Shareholders and E Shareholders;</p> <p>(e) the E Ordinary Shares are non-redeemable.</p> | |

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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 **SHARON HARRISON**

Company name **NAPTHENS LLP**

Address **GREENBANK COURT**

CHALLENGE WAY

GREENBANK BUSINESS PARK

Post town **BLACKBURN**

County/Region **LANCASHIRE**

Postcode **B B 1 5 Q B**

Country

DX

Telephone **01254 667733**



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 relevant 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.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse