

# SH09

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



✓ **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 shares  
a limited company. To do this, use form SH01

WEDNESDAY



A15 15/06/2016 #152  
COMPANIES HOUSE

|   |   |  |
|---|---|--|
| <b>1</b>  | <b>Company details</b>  |  |
| Company number  | 0 4 4 2 3 6 4 9   |  |
| Company name in full  | ROCMA STERLING  |  |
|   |   |  |
| <b>2</b>  | <b>Date of allotment</b>  |  |
| Date of allotment   | <div style="display: flex; justify-content: space-between;"> <span>d 3 d 1</span> <span>m 0 m 5</span> <span>y 2 y 0 y 1 y 6</span> </div>        |  |
| <b>3</b>  | <b>Prescribed particulars of rights attached to shares</b>  |  |
| 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  | Preference Shares   |  |
| Prescribed particulars<br><b>1</b>  | Capitalised terms are as defined in the Company's articles of association as adopted by the Company on 31 May 2016 (Please see continuation page) |  |
|   |   |  |
| Class of share  |   |  |
| Prescribed particulars<br><b>1</b>  |   |  |
|   |   |  |

→ **Filling in this form**  
Please complete in typescript or in bold black capitals  
  
All fields are mandatory unless specified or indicated by \*

- 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 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><br>The particulars are<br>a particulars of any voting rights, including rights that arise only in certain circumstances,<br>b particulars of any rights, as respects dividends, to participate in a distribution,<br>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and<br>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<br><br>A separate table must be used for each class of share<br><br><b>Continuation pages</b><br>Please use the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if necessary |
| Prescribed particulars<br><b>1</b> |  |   |
| Class of share                     |  |   |
| Prescribed particulars<br><b>1</b> |  |   |
| Class of share                     |  |   |
| Prescribed particulars<br><b>1</b> |  |   |

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## Signature

|           |  |  |
|-----------|--|--|
| Signature | I am signing this form on behalf of the company  |  |
|           | Signature<br> |  |
|           | This form may be signed by<br>Director <b>2</b> , Secretary, Person authorised <b>3</b>          |  |

- 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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**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 **Kemi Greene**Company name **King & Wood Mallesons LLP**Address **10 Queen Street Place**Post town **London**County/Region **Greater London**Postcode **E C 4 R 1 B E**Country **United Kingdom**DX **255 Chancery Lane**

Telephone

**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

**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

**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 [enquires@companieshouse.gov.uk](mailto:enquires@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)

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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              | Ordinary Shares  |  |
| Prescribed particulars<br>① | <p>Capitalised terms are as defined in the Company's articles of association as adopted by the Company on 31 May 2016</p> <p><u>Income</u><br/>The Company may distribute all or any part of the balance of profits in respect of any financial year after the accrual of the Preference Share Dividend amongst the Equity Shareholders equally as if the Equity Shares constituted one class of shares according to the number of Equity Shares held by them respectively</p> <p><u>Capital</u><br/>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 in the following order of priority</p> <p>(a) firstly to the Preference Shareholders (as previously stated in the prescribed particulars for the Preference Shares), and</p> <p>(b) second, in distributing the balance amongst the Equity Shareholders, in proportion to the number of Equity Shares held by them and as if they were all holders of Equity Shares of the same class</p> <p><u>Redemption</u><br/>Ordinary Shares are not redeemable</p> <p><u>Voting</u><br/>The Ordinary Shareholders as a class shall have such number of votes as shall entitle the Ordinary Shareholders to exercise all of the voting rights of the Company</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

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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              | Preference Shares  |  |
| Prescribed particulars<br>① | <p><b>Redemption of Preference Shares</b><br/>The Company will, on the fifth anniversary of the 31 May 2016 (the "Adoption Date"), or if earlier on the date of an exit, redeem the Preference Shares for the time being issued and outstanding. The Company may at any time and at the discretion of the Board, redeem all or some of the Preference Shares then in issue.</p> <p><b>Income</b><br/>The Company will accrue to the Preference Shareholders a fixed cumulative preferential cash dividend at the Preference Share Dividend Rate, which shall be paid on the sum of the Subscription Price of each Preference Share and which shall be multiplied by one plus the percentage change to the Consumer Price Index in respect of the period between the date of issue of that Preference Share and the date of the dividend being declared (the "Preference Share Dividend"). The Preference Share Dividend will be first paid in cash on the 31 December 2016 and then paid in cash on 30 June and 31 December in each subsequent year (the "Dividend Dates"), and if not paid in cash, will be rolled up in arrears on each of the Dividend Dates (a "Rolled-up Preference Share Dividend"). Commencing on the date of issue of the relevant Preference Shares, the Preference Share Dividend will accrue at the Preference Share Dividend Rate on both the Subscription Price and the aggregate of the Rolled-up Preference Share Dividends (if any) as if the Subscription Price had been increased by an annual amount equal to the aggregate of all previous Rolled-up Preference Share Dividends.</p> <p><b>Voting</b><br/>The Preference Shareholders are not entitled to vote upon or agree to any resolution.</p> <p><b>Capital</b><br/>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 in the following manner and order of priority:</p> <p>(a) first, in paying to the Preference Shareholders a sum equal to</p> <p>(i) the Subscription Price on each Preference Share, plus</p> <p>(ii) the Arrears on each Preference Share calculated down to and including the date of payment or, if there are insufficient assets for such payment in full, pro rata to each Preference Shareholder's holding of Preference Shares, plus</p> <p>(iii) the Subscription Price of each Preference Share multiplied by the Percentage change in the Consumer Price Index between the date of issue of that Preference Share and the date of its redemption, and (see continuation page)</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

# SH09 - continuation page

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## 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  | <p><b>1 Prescribed particulars of rights attached to shares</b><br/>The particulars are</p> <ul style="list-style-type: none"> <li>a particulars of any voting rights, including rights that arise only in certain circumstances,</li> <li>b particulars of any rights, as respects dividends, to participate in a distribution,</li> <li>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</li> <li>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</li> </ul> <p>A separate table must be used for each class of share</p> |
| Class of share                     | Preference Shares  |  |
| Prescribed particulars<br><b>1</b> | <p><u>Capital</u><br/>(from previous continuation page)</p> <p>(b) second, in distributing the balance amongst the Equity Shareholders, in proportion to the number of Equity Shares held by them and as if they were all holders of Equity Shares of the same class</p> |  |