



Companies House
— for the record —

SH01 (ef)

Return of Allotment of Shares



X11A1BF6

Company Name: THE TANFIELD FOOD COMPANY LIMITED

Company Number: 05040327

Received for filing in Electronic Format on the: 25/01/2012

Shares Allotted (including bonus shares)

| <i>Date or period during which shares are allotted</i> | | <i>From</i> 10/11/2011 | <i>To</i> 10/11/2011 |
|--|-----------|--|-------------------------|
| Class of shares | PREFERRED | <i>Number allotted</i> | 10378972 |
| | | <i>Nominal value of each share</i> | 0.1 |
| <i>Currency</i> | GBP | <i>Amount paid</i> | 0.20186 |
| | | <i>Amount unpaid</i> | 0 |

No shares allotted other than for cash

Statement of Capital (Share Capital)

| | | | |
|------------------------|-----------------|--------------------------------|------------------|
| Class of shares | ORDINARY | <i>Number allotted</i> | 19637414 |
| | | <i>Aggregate nominal value</i> | 1963741.4 |
| <i>Currency</i> | GBP | <i>Amount paid per share</i> | 0.1 |
| | | <i>Amount unpaid per share</i> | 0 |

Prescribed particulars

A) SHAREHOLDERS OF THE ORDINARY SHARES ARE ENTITLED TO RECEIVE NOTICE OF AND TO ATTEND, SPEAK AND VOTE AT ALL GENERAL MEETINGS OF THE COMPANY. B) FOLLOWING DISTRIBUTION OF DIVIDENDS IN RELATION TO THE PREFERRED SHARES ANY FURTHER AVAILABLE PROFITS WHICH THE COMPANY MAY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR WILL BE DISTRIBUTED AMONG THE HOLDERS OF THE ORDINARY SHARES AND THE PREFERRED SHARES (TOGETHER KNOWN AS EQUITY SHARES) (PARI-PASSU AS IF THEY CONSTITUTED SHARES OF THE SAME CLASS) PRO-RATA TO THEIR RESPECTIVE HOLDINGS OF EQUITY SHARES. C) ON RETURN OF ASSETS ON LIQUIDATION, CAPITAL REDUCTION OR OTHERWISE (OTHER THAN A CONVERSION OR PURCHASE OF SHARES) THE ASSETS OF THE COMPANY REMAINING AFTER THE PAYMENT OF ITS LIABILITIES SHALL BE APPLIED, (TO THE EXTENT THAT THE COMPANY IS LAWFULLY ABLE TO DO SO) IN THE FOLLOWING ORDER OF PRIORITY: I) FIRST IN PAYING TO THE HOLDERS OF THE PREFERRED SHARES OF AN AMOUNT EQUAL TO THE PREFERENCE AMOUNT WHICH IS THE AMOUNT OUTSTANDING EQUAL TO THE SUBSCRIPTION PRICE PER SHARE TOGETHER WITH THE SUM EQUAL TO ANY DIVIDENDS ACCRUED; AND II) DISTRIBUTING THE BALANCE AMONG THE HOLDERS OF THE EQUITY SHARES PRO RATA TO THE NUMBER OF EQUITY SHARES HELD AS IF THEY ALL CONSTITUTED SHARES OF THE SAME CLASS. D) ORDINARY SHARES ARE NON REDEEMABLE

| | | | |
|------------------------|------------------|--------------------------------|-----------------|
| Class of shares | PREFERRED | <i>Number allotted</i> | 30008532 |
| | | <i>Aggregate nominal value</i> | 300853.2 |
| <i>Currency</i> | GBP | <i>Amount paid</i> | 0.1 |
| | | <i>Amount unpaid</i> | 0 |

Prescribed particulars

A) SHAREHOLDERS OF PREFERRED SHARES ARE ENTITLED TO RECEIVE NOTICE OF AND TO ATTEND, SPEAK AND VOTE AT ALL GENERAL MEETINGS OF THE COMPANY. B) THE COMPANY SHALL WITHOUT NEED FOR A RESOLUTION OF THE DIRECTORS OR THE COMPANY IN GENERAL MEETING, PAY IN RESPECT OF EACH PREFERRED SHARE A FIXED, CUMULATIVE, PREFERENTIAL DIVIDEND AT AN ANNUAL RATE OF 12% OF THE ISSUE PRICE (MEANING THE SUBSCRIPTION PRICE PAID OR AGREED TO BE PAID) IN RESPECT OF THAT SHARE INCLUDING ANY SHARE PREMIUM. FOLLOWING DISTRIBUTION OF DIVIDENDS IN RELATION TO THE PREFERRED SHARES, ANY AVAILABLE PROFITS WHICH THE COMPANY MAY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR WILL BE DISTRIBUTED AMONGST THE HOLDERS OF THE PREFERRED SHARES AND THE ORDINARY SHARES (TOGETHER WITH THE EQUITY SHARES) (PARI-PASU AS IF THEY CONSTITUTED SHARES OF THE SAME CLASS) PRO RATA TO THEIR RESPECTIVE HOLDINGS OF EQUITY SHARES. C) ON RETURN OF ASSETS ON LIQUIDATION, CAPITAL REDUCTION OR OTHERWISE (OTHER THAN A CONVERSION OR PURCHASE OF SHARES) THE ASSETS OF THE COMPANY REMAINING AFTER THE PAYMENT OF ITS LIABILITIES SHALL BE APPLIED, (TO THE EXTENT THAT THE COMPANY IS LAWFULLY ABLE TO DO SO) IN THE FOLLOWING ORDER OF PRIORITY: I) FIRST IN PAYING TO THE HOLDERS OF THE PREFERRED SHARES OF AN AMOUNT EQUAL TO THE PREFERENCE AMOUNT WHICH IS THE AMOUNT OUTSTANDING EQUAL TO THE SUBSCRIPTION PRICE PER SHARE TOGETHER WITH THE SUM EQUAL TO ANY DIVIDENDS ACCRUED; AND II) DISTRIBUTING THE BALANCE AMONG THE HOLDERS OF THE EQUITY SHARES PRO RATA TO THE NUMBER OF EQUITY SHARES HELD AS IF THEY ALL CONSTITUTED SHARES OF THE SAME CLASS. D) THE MAJORITY OF THE SHAREHOLDERS OF THE PREFERRED SHARES (SUCH MAJORITY TO INCLUDE A HOLDER OF PREFERRED SHARES AND ITS PERMITTED TRANSFEREES) MAY AT ANY TIME AFTER 31 DECEMBER 2013 REQUIRE THE COMPANY BY NOTICE IN WRITING TO REDEEM ALL OF THE PREFERRED SHARES AND ISSUE SO THAT: I) 50% OF THE OUTSTANDING PREFERRED SHARES SHALL BECOME DUE FOR REDEMPTION IN CASH WITHIN 60 DAYS FROM THE DAY OF THE RELEVANT REDEMPTION NOTICE; II) 50% OF THE PREFERRED SHARES NOT REDEEMED SHALL BECOME DUE FOR REDEMPTION IN CASH WITHIN 1 YEAR FROM THE DATE OF PAYMENT; AND III) ANY PREFERRED SHARES NOT REDEEMED SHALL BECOME DUE FOR REDEMPTION IN CASH WITHIN 2 YEARS AFTER THE DATE OF PAYMENT.

Statement of Capital (Totals)

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|-----------------|-----|--|-----------|
| <i>Currency</i> | GBP | <i>Total number of shares</i> | 49645946 |
| | | <i>Total aggregate nominal value</i> | 2264594.6 |

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Administrator, Administrative Receiver, Receiver, Receiver Manager, CIC Manager.