

**Return of Allotment of Shares**Company Name: **OVERLAND SHOES LIMITED**Company Number: **05339126**Received for filing in Electronic Format on the: **11/12/2018**

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**Shares Allotted (including bonus shares)**

Date or period during which shares are allotted	From	To
	<b>29/12/2017</b>	<b>29/12/2017</b>

<b>Class of Shares:</b>	<b>REDEEMABLE</b>	Number allotted	<b>975871</b>
	<b>PREFERENCE</b>	Nominal value of each share	<b>1</b>
<b>Currency:</b>	<b>GBP</b>	Amount paid:	<b>1.0</b>
		Amount unpaid:	<b>0.0</b>

No shares allotted other than for cash

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## Statement of Capital (Share Capital)

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<b>Class of Shares:</b>	<b>ORDINARY</b>	Number allotted	<b>2</b>
Currency:	<b>GBP</b>	Aggregate nominal value:	<b>2</b>

Prescribed particulars

**(A) SHARES ARE ENTITLED TO VOTING RIGHTS; (B) SHARES ARE ENTITLED TO RIGHTS, AS RESPECTS DIVIDENDS, TO PARTICIPATE IN A DISTRIBUTION; (C) SHARES ARE ENTITLED TO RIGHTS, AS RESPECTS CAPITAL, TO PARTICIPATE IN A DISTRIBUTION (INCLUDING ON WINDING UP); AND (D) THE SHARES ARE NOT 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.**

<b>Class of Shares:</b>	<b>REDEEMABLE</b>	Number allotted	<b>5609990</b>
	<b>PREFERENCE</b>	Aggregate nominal value:	<b>5609990</b>
Currency:	<b>GBP</b>		

Prescribed particulars

**1.1 PAID UP NOMINAL VALUE EACH SHARE SHALL BE ISSUED WITH A PAID UP NOMINAL VALUE OF Â£1.00 AND EACH SHARE ISSUED SHALL BE FULLY PAID UP. 1.2 PROVISIONS FOR REDEMPTION THE COMPANY MAY, SUBJECT TO THE PROVISIONS OF THE COMPANIES ACT 2006, AT ANY TIME REDEEM THE WHOLE OR ANY PART OF THE REDEEMABLE PREFERENCE SHARES UPON GIVING TO THE SHAREHOLDERS, WHOSE SHARES ARE TO BE REDEEMED, NOT LESS THAN ONE MONTHSÂ NOTICE IN WRITING. THE COMPANY SHALL NOT BE ENTITLED TO REDEEM ANY REDEEMABLE PREFERENCE SHARES UNLESS IT IS A FULLY PAID SHARE. IN THE CASE OF A PARTIAL REDEMPTION THE REDEEMABLE PREFERENCE SHARES TO BE REDEEMED SHALL BE SELECTED BY DRAWINGS TO BE MADE AT SUCH PLACE AND IN SUCH MANNER AS THE DIRECTORS IN THEIR ABSOLUTE DISCRETION SHALL DETERMINE. ANY NOTICE OF REDEMPTION SHALL SPECIFY THE PARTICULAR SHARES TO BE REDEEMED, THE DATE FIXED FOR REDEMPTION AND THE PLACE AT WHICH THE CERTIFICATES FOR SUCH SHARES ARE TO BE PRESENTED FOR REDEMPTION. AT THE TIME AND PLACE SO FIXED, EACH HOLDER THEREOF SHALL BE BOUND TO SURRENDER TO THE COMPANY FOR CANCELLATION THE CERTIFICATE FOR HIS SHARES WHICH ARE TO BE REDEEMED FOR CANCELLATION. UPON SUCH SURRENDER, THE COMPANY SHALL PAY TO HIM THE AMOUNT DUE UPON REDEMPTION. IF ANY CERTIFICATE SO SURRENDERED TO THE COMPANY SHALL INCLUDE**

ANY REDEEMABLE PREFERENCE SHARES NOT THEN TO BE REDEEMED, A FRESH CERTIFICATE FOR THOSE SHARES SHALL BE ISSUED WITHOUT CHARGE. THERE SHALL BE PAID ON EACH REDEEMABLE PREFERENCE SHARE REDEEMED THE AMOUNT OF Â£1.00 PAID UP THEREON. 1.3 RIGHTS ON LIQUIDATION ON A LIQUIDATION OF THE COMPANY THE ISSUED REDEEMABLE PREFERENCE SHARES SHALL RANK IN PREFERENCE TO ANY DISTRIBUTION MADE ON THE ORDINARY SHARES. 1.4 CAPITAL DISTRIBUTIONS THE REDEEMABLE PREFERENCE SHARES SHALL NOT BE ENTITLED TO ANY OTHER CAPITAL DISTRIBUTION OTHER THAN ON THEIR REDEMPTION IN ACCORDANCE WITH PARAGRAPH 1.2 OR IN A LIQUIDATION ACCORDANCE WITH PARAGRAPH 1.3. 1.5 VOTING RIGHTS THE REDEEMABLE PREFERENCE SHARES SHALL HAVE THE PROVISIONS FOR VOTING HEREINAFTER CONTAINED: THE REDEEMABLE PREFERENCE SHARES SHALL NOT CARRY ANY VOTES AT ANY ORDINARY, EXTRAORDINARY, OR SPECIAL RESOLUTION OF THE COMPANY. 1.6 DIVIDEND RIGHTS THE REDEEMABLE PREFERENCE SHARES SHALL HAVE THE PROVISIONS FOR DIVIDENDS HEREINAFTER CONTAINED: THE REDEEMABLE PREFERENCE SHARES SHALL CARRY A NON-CUMULATIVE DIVIDEND OF 3% OF THEIR NOMINAL VALUE PER ANNUM PAYABLE ON 31ST DECEMBER NEXT AFTER THEIR ISSUE BUT AT THE COMPLETE DISCRETION OF THE COMPANY AND TO ONLY BE PAID IF THE FINANCIAL POSITION OF THE COMPANY, IN THE VIEW OF THE DIRECTORS AND IN LAW, PERMITS IT. THE FIRST DIVIDEND SHALL THEREFORE POTENTIALLY BE 31ST DECEMBER 2011. THE DIVIDEND WILL ACCRUE DAILY PRO RATA FOR THE ANNUAL PERIOD FROM THE DATE OF ISSUE UNTIL THE PAYMENT DATE OR INCLUSIVE OF THE REDEMPTION DATE, BUT SHALL NOT BE PAYABLE UNLESS THE COMPANY, AT ITS ABSOLUTE DISCRETION DEEMS IT TO BE SO AT 31ST DECEMBER EACH YEAR AND THE FINANCIAL POSITION OF THE COMPANY, IN THE VIEW OF THE DIRECTORS AND IN LAW, PERMITS IT.

<b>Class of Shares:</b>	<b>REDEEMABLE</b>	Number allotted	<b>2000871</b>
	<b>PREFERENCE</b>	Aggregate nominal value:	<b>2000871</b>
<b>Currency:</b>	<b>GBP</b>		

Prescribed particulars

1.1 PAID UP NOMINAL VALUE EACH SHARE SHALL BE ISSUED WITH A PAID UP NOMINAL VALUE OF Â£1.00 AND EACH SHARE ISSUED SHALL BE FULLY PAID UP. 1.2 PROVISIONS FOR REDEMPTION THE COMPANY MAY, SUBJECT TO THE PROVISIONS OF THE COMPANIES ACT 2006, AT ANY TIME REDEEM THE WHOLE OR ANY PART OF THE REDEEMABLE PREFERENCE SHARES UPON GIVING TO THE SHAREHOLDERS, WHOSE SHARES ARE TO BE REDEEMED, NOT LESS THAN ONE MONTHSÂ NOTICE IN WRITING.

THE COMPANY SHALL NOT BE ENTITLED TO REDEEM ANY REDEEMABLE PREFERENCE SHARES UNLESS IT IS A FULLY PAID SHARE. IN THE CASE OF A PARTIAL REDEMPTION THE REDEEMABLE PREFERENCE SHARES TO BE REDEEMED SHALL BE SELECTED BY DRAWINGS TO BE MADE AT SUCH PLACE AND IN SUCH MANNER AS THE DIRECTORS IN THEIR ABSOLUTE DISCRETION SHALL DETERMINE. ANY NOTICE OF REDEMPTION SHALL SPECIFY THE PARTICULAR SHARES TO BE REDEEMED, THE DATE FIXED FOR REDEMPTION AND THE PLACE AT WHICH THE CERTIFICATES FOR SUCH SHARES ARE TO BE PRESENTED FOR REDEMPTION. AT THE TIME AND PLACE SO FIXED, EACH HOLDER THEREOF SHALL BE BOUND TO SURRENDER TO THE COMPANY FOR CANCELLATION THE CERTIFICATE FOR HIS SHARES WHICH ARE TO BE REDEEMED FOR CANCELLATION. UPON SUCH SURRENDER, THE COMPANY SHALL PAY TO HIM THE AMOUNT DUE UPON REDEMPTION. IF ANY CERTIFICATE SO SURRENDERED TO THE COMPANY SHALL INCLUDE ANY REDEEMABLE PREFERENCE SHARES NOT THEN TO BE REDEEMED, A FRESH CERTIFICATE FOR THOSE SHARES SHALL BE ISSUED WITHOUT CHARGE. THERE SHALL BE PAID ON EACH REDEEMABLE PREFERENCE SHARE REDEEMED THE AMOUNT OF Â£1.00 PAID UP THEREON.

1.3 RIGHTS ON LIQUIDATION ON A LIQUIDATION OF THE COMPANY THE ISSUED REDEEMABLE PREFERENCE SHARES SHALL RANK IN PREFERENCE TO ANY DISTRIBUTION MADE ON THE ORDINARY SHARES.

1.4 CAPITAL DISTRIBUTIONS THE REDEEMABLE PREFERENCE SHARES SHALL NOT BE ENTITLED TO ANY OTHER CAPITAL DISTRIBUTION OTHER THAN ON THEIR REDEMPTION IN ACCORDANCE WITH PARAGRAPH 1.2 OR IN A LIQUIDATION ACCORDANCE WITH PARAGRAPH 1.3.

1.5 VOTING RIGHTS THE REDEEMABLE PREFERENCE SHARES SHALL HAVE THE PROVISIONS FOR VOTING HEREINAFTER CONTAINED: THE REDEEMABLE PREFERENCE SHARES SHALL NOT CARRY ANY VOTES AT ANY ORDINARY, EXTRAORDINARY, OR SPECIAL RESOLUTION OF THE COMPANY.

1.6 DIVIDEND RIGHTS THE REDEEMABLE PREFERENCE SHARES SHALL HAVE THE PROVISIONS FOR DIVIDENDS HEREINAFTER CONTAINED: THE REDEEMABLE PREFERENCE SHARES SHALL CARRY A NON-CUMULATIVE DIVIDEND OF 3% OF THEIR NOMINAL VALUE PER ANNUM PAYABLE ON 31ST DECEMBER NEXT AFTER THEIR ISSUE BUT AT THE COMPLETE DISCRETION OF THE COMPANY AND TO ONLY BE PAID IF THE FINANCIAL POSITION OF THE COMPANY, IN THE VIEW OF THE DIRECTORS AND IN LAW, PERMITS IT. THE FIRST DIVIDEND SHALL THEREFORE POTENTIALLY BE 31ST DECEMBER 2011. THE DIVIDEND WILL ACCRUE DAILY PRO RATA FOR THE ANNUAL PERIOD FROM THE DATE OF ISSUE UNTIL THE PAYMENT DATE OR INCLUSIVE OF THE REDEMPTION DATE, BUT SHALL NOT BE PAYABLE UNLESS THE COMPANY, AT ITS ABSOLUTE DISCRETION DEEMS IT TO BE SO AT 31ST DECEMBER EACH YEAR AND THE FINANCIAL POSITION OF THE COMPANY, IN THE VIEW OF THE DIRECTORS AND IN LAW, PERMITS IT.



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## Statement of Capital (Totals)

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Currency:	<b>GBP</b>	Total number of shares:	<b>7610863</b>
		Total aggregate nominal value:	<b>7610863</b>
		Total aggregate amount unpaid:	<b>0</b>

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### Authorisation

Authenticated

This form was authorised by one of the following:

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