

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

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

THURSDAY



A35 *ARXWPSW7* 245
31/03/2011
COMPANIES HOUSE

1 Company details

Company number 06055271

Company name in full SHEPHERD DIRECT 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 d3 d0 m0 m3 y2 y0 y1 y1
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
C ordinary shares	£	10582693	1.00	1.00	0.00

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)

The C ordinary shares were issued by way of a bonus issue utilising a
merger reserve in the sum of £10,582,693.

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
A ordinary shares	5.66	0.00	500000	£ 500,000.00
B ordinary shares	5.66	0.00	500000	£ 500,000.00
C ordinary shares	1.00	0.00	10582693	£10,582,693.00
Preference shares	1.00	0.00	3000000	£ 3,000,000.00
Totals			14582693	£14,582,693.00

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	14,582,693	
Total aggregate nominal value ④	£14,582,693	

① Including both the nominal value and any share premium

② E.g. Number of shares issued multiplied by nominal value of each share

Continuation Pages
Please use a Statement of Capital continuation page if necessary

③ Total number of issued shares in this class

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	A ordinary shares
Prescribed particulars ①	<p>a) Each share is entitled to one vote in any circumstances</p> <p>b) The A ordinary shares, B ordinary shares and C ordinary shares are entitled to dividend payments and distributions equally but shall rank behind the Preference Shares in order of priority.</p> <p>c) See continuation page.</p> <p>d) The shares are not redeemable.</p>
Class of share	B ordinary shares
Prescribed particulars ①	<p>a) Each share is entitled to one vote in any circumstances</p> <p>b) The A ordinary shares, B ordinary shares and C ordinary shares are entitled to dividend payments and distributions equally but shall rank behind the Preference Shares in order of priority.</p> <p>c) See continuation page</p> <p>d) The shares are not redeemable</p>
Class of share	C ordinary shares
Prescribed particulars ①	<p>a) Each share is entitled to one vote in any circumstances</p> <p>b) The A ordinary shares, B ordinary shares and C ordinary shares are entitled to dividend payments and distributions equally but shall rank behind the Preference Shares in order of priority.</p> <p>c) See continuation page.</p> <p>d) The shares are not redeemable.</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

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	<p>Signature</p> <p>X  30/03/11 X</p> <p>This form may be signed by Director ②, Secretary, Person authorised ③, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager</p>

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

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 Tina Robinson

Company name Browne Jacobson LLP

Address Victoria Square House

Victoria Square

Post town Birmingham

County/Region West Midlands

Postcode B 2 4 B U

Country UK

DX 727740 Birmingham 62

Telephone 0121 237 3900



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	A ordinary shares	
Prescribed particulars	<p>c) On a return of assets on liquidation or capital reduction or otherwise the assets of the Company available for distribution amongst shareholders after payment of its liabilities and the costs, charges and expenses of winding up, shall be applied first in paying the holders of the Preference Shares £1 each together with all unpaid arrears and accruals of the Preference Dividend calculated to the date of the return of capital on the Preference Shares, second in paying to the holders of the A ordinary shares, the B ordinary shares and the C ordinary shares in proportion to the number of shares held by them; and finally in paying the balance to the holders of the A ordinary shares, the B ordinary shares and the C ordinary shares equally as if they were all shares of the same class in the same proportion to the number of shares held by them.</p>	

SH01 - continuation page

Return of allotment of shares

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

Class of share	B ordinary Shares	
Prescribed particulars	<p>c) On a return of assets on liquidation or capital reduction or otherwise the assets of the Company available for distribution amongst shareholders after payment of its liabilities and the costs, charges and expenses of winding up, shall be applied first in paying the holders of the Preference Shares £1 each together with all unpaid arrears and accruals of the Preference Dividend calculated to the date of the return of capital on the Preference Shares; second in paying to the holders of the A ordinary shares, the B ordinary shares and the C ordinary shares in proportion to the number of shares held by them; and finally in paying the balance to the holders of the A ordinary shares, the B ordinary shares and the C ordinary shares equally as if they were all shares of the same class in the same proportion to the number of shares held by them</p>	

SH01 - continuation page

Return of allotment of shares

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

Class of share	C ordinary shares	
Prescribed particulars	<p>c) On a return of assets on liquidation or capital reduction or otherwise the assets of the Company available for distribution amongst shareholders after payment of its liabilities and the costs, charges and expenses of winding up, shall be applied first in paying the holders of the Preference Shares £1 each together with all unpaid arrears and accruals of the Preference Dividend calculated to the date of the return of capital on the Preference Shares; second in paying to the holders of the A ordinary shares, the B ordinary shares and the C ordinary shares in proportion to the number of shares held by them; and finally in paying the balance to the holders of the A ordinary shares, the B ordinary shares and the C ordinary shares equally as if they were all shares of the same class in the same proportion to the number of shares held by them.</p>	

SH01 - continuation page

Return of allotment of shares

7

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

Class of share	Preference shares
Prescribed particulars	<p>a) The holders of the Preference Shares shall not be entitled to vote.</p> <p>b) Each share is entitled to receive a fixed cumulative preferential net cash dividend (the "Preference Dividend") at a net rate on each share which is equal to 3.5% above the Bank of England base rate from time to time. The Preference Dividend is paid in priority to the holders of the A ordinary shares, the B ordinary shares and the C ordinary shares.</p> <p>c) On a return of assets on liquidation or capital reduction or otherwise the assets of the Company available for distribution amongst shareholders after payment of its liabilities and the costs, charges and expenses of winding up, shall be applied first in paying the holders of the Preference Shares £1 each together with all unpaid arrears and accruals of the Preference Dividend calculated to the date of the return of capital on the Preference Shares, second in paying to the holders of the A ordinary shares, the B ordinary shares and the C ordinary shares in proportion to the number of shares held by them; and finally in paying the balance to the holders of the A ordinary shares, the B ordinary shares and the C ordinary shares equally as if they were all shares of the same class in the same proportion to the number of shares held by them.</p> <p>d) The Preference Shares are capable of being redeemed by either the Company or the holders serving notice to that effect on the Company and/or the holders of the Preference Shares (as applicable) as follows.</p> <p>i) 1,500,000 Preference Shares on 10 July 2014;</p> <p>ii) 500,000 Preference Shares on 10 July 2015,</p> <p>iii) 500,000 Preference Shares on 10 July 2016, and</p> <p>iv) 500,000 Preference Shares on 10 July 2017.</p> <p>In such cases, the relevant price payable for the Preference Shares shall be £1 per share.</p> <p>Any Preference Shares not redeemed on an Exit (being the sale of 75% of the voting rights attaching to the A ordinary shares and of 75% of the voting rights attaching to the B ordinary shares to a bona fide purchaser on arms length terms), shall be redeemed upon an Exit.</p>