

# SH01

## Return of allotment of shares



Companies House



Go online to file this information  
[www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

✓ **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 issue of  
shares by an unlimited company.

WEDNESDAY



\*A70PKIR5\*  
A35 28/02/2018 #167  
COMPANIES HOUSE

### 1 Company details

Company number 06646163  
Company name in full THE ALTERNATIVE PALLET COMPANY LTD

→ **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 d1 d6 m0 m1 y2 y0 y1 y8  
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.

Currency ②	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
GBP	A ORDINARY	11,856,992	£0.10	£0.10	£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)

## SH01

## Return of allotment of shares

4

## 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
<b>Currency table A</b>				
GBP	A ORDINARY	25,993,482	£2,599,348.20	
GBP	B ORDINARY	6,258	£625.80	
<b>Totals</b>		25,999,740	£2,599,974.00	£0.00

<b>Currency table B</b>				
<b>Totals</b>				

<b>Currency table C</b>				
<b>Totals</b>				

**Totals (including continuation pages)**

Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
25,999,740	£2,599,974.00	£0.00

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

## SH01

## Return of allotment of shares

5

**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**.

Class of share

A ORDINARY

Prescribed particulars  
①

PLEASE SEE CONTINUATION SHEET

Class of share

B ORDINARY

Prescribed particulars  
①

PLEASE SEE CONTINUATION SHEET

Class of share

Prescribed particulars  
①**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.

6

**Signature**

I am signing this form on behalf of the company.

Signature

Signature

X



X

This form may be signed by:

Director ②, Secretary, Person authorised ②, 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.

# SH01 - continuation page

## Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	A ORDINARY	
Prescribed particulars	<p>5.1 Except as otherwise provided in the Company's Articles as detailed below, the Shares shall rank equally in all respects but shall constitute separate classes of shares.</p> <p>5.2 Save as provided in Article 5.3, a dividend in respect of the Shares will be paid only when and if declared by the Board. Any such dividend will be distributed by way of dividend to the holders of the Shares pro rata to the number of Shares held by them respectively.</p> <p>5.3 Upon an Exit or other return of capital (other than from a return of capital (a) of the nature referred to in Article 5.4, or (b) a redemption or purchase of Shares in accordance with these Articles) the proceeds arising from such transaction (or the surplus assets of the Company remaining after payment of its liabilities (in the case of a return of assets)) (in each case the "Distribution Sum") shall be applied as follows:</p> <p>5.3.1 first, unless an Investor ("Waiving Investor") has previously confirmed in writing to the Board ("Waiver Notice") in respect of a proposal to pay a Distribution Sum that this Article 5.3.1 shall not apply to that Investor's "B" Ordinary Shares (or a specified number of them) ("Waiver Shares") and that Article 5.3.2 should instead apply in respect of any Distribution Sum payable in respect of the Waiver Shares, in paying to each holder of the "B" Ordinary Shares £25.00 (less any amount previously paid pursuant to this Article 5.3.1 in respect of each "B" Ordinary Share) in respect of each "B" Ordinary Share held (and if the Distribution Sum is insufficient to pay each of the holders of "B" Ordinary Shares in full the amount due to be paid pursuant to this Article 5.3.1 then the Distribution Sum shall be allocated between the holders of the "B" Ordinary Shares in proportion to the amounts that they would have been entitled to be paid were the Distribution Sum sufficient to pay each of the holders of "B" Ordinary Shares in full pursuant to this Article 5.3.1);</p>	

# SH01 - continuation page

## Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	A ORDINARY	
Prescribed particulars	<p>5.3.2 second, in paying to the holders of "A" Ordinary Shares (and to the Waiving Investor in respect of Waiver Shares the subject of a Waiver Notice) £25.00 (less any amount previously paid pursuant to this Article 5.3.2 in respect of each "A" Ordinary Share or, in the case of a Waiving Investor, each Waiver Share) in respect of each "A" Ordinary Share held (and each Waiver Share as the case may be) (and if the Distribution Sum is insufficient to pay each of the holders of "A" Ordinary Shares (and Waiver Shares as the case may be) in full the amount due to be paid pursuant to this Article 5.3.2 then the Distribution Sum shall be allocated between the holders of the "A" Ordinary Shares (and the Waiving Investor as the case may be) in proportion to the amounts that they would have been entitled to be paid were the Distribution Sum sufficient to pay each of the holders of "A" Ordinary Shares (and the Waiver Shares) in full pursuant to this Article 5.3.2); and</p> <p>5.3.3 the balance (if any) of the Distribution Sum (after having made any applicable payments pursuant Articles 5.3.1 and 5.3.2) shall belong to and be distributed among the Shareholders equally according to the number of Shares which they hold (without reference to different classes of Shares).</p> <p>5.4 On a return of capital on liquidation or a winding up the surplus assets of the Company remaining after the payment of its liabilities shall be applied in distributing the balance of such assets amongst the holders of the Shares equally as if they constituted one class of Share in proportion to the numbers of Shares held by them respectively.</p> <p>5.5 No Share which is not a "B" Ordinary Share shall be converted into a "B" Ordinary Share except with the prior written consent of the Investor Representative.</p> <p>5.6 Each Share confers the right to receive notice of and attend and vote and speak at any general meeting of the Company and each holder of a Share shall be entitled to vote on any written resolution of the Company. Save, in each case, as provided otherwise in the CA2006, each Shareholder present in person or by proxy or by representative shall be entitled on a show of hands to one vote and on a poll or written resolution to one vote for each Share held by such holder.</p>	

# SH01 - continuation page

## Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	A ORDINARY	
Prescribed particulars	<p>5.7 Whenever the share capital of the Company is divided into different classes of shares, the rights attached to any class may, whether or not the Company is being wound up, be varied, modified, abrogated or cancelled ("Material Change") only with the consent in writing of.</p> <p>5.7.1 (In the case of a Material Change affecting "B" Ordinary Shares) the holders of: (a) subject as provided in Article 5.7.1(b), 75% of the issued "B" Ordinary Shares; or (b) if the Investor Representative (acting reasonably) confirms that the proposed Material Change is likely to be prejudicial to "B" Shareholders, 80% of the issued "B" Ordinary Shares; and</p> <p>5.7.2 (In the case of a Material Change affecting the "A" Ordinary Shares ) the holders of: (a) subject as provided in Article 5.7.2(b) 75% of the issued "A" Ordinary Shares; and (b) if any Shareholder holding 10% or more of the issued "A" Ordinary Shares (acting reasonably) confirms that the Material Change is likely to be prejudicial to "A" Shareholders , 75% of the issued "A" Ordinary Shares and all Shareholders holding 10% or more of the issued "A" Ordinary Shares.</p> <p>5.8 Members of the Company may not nominate any other person to enjoy or exercise all or any specified rights of the member of the Company in relation to the Company pursuant to section 145 of the CA2006. Accordingly, the Company shall not be obliged to give effect to any purported nomination notice received by it.</p> <p>5.9 A "B" Ordinary Share shall automatically convert in to an "A" Ordinary Share if it is transferred otherwise than pursuant to Article 8.3 to a person who is not an Investment Fund.</p> <p>5.10 All Shares shall automatically convert in to "A" Ordinary Shares immediately following either of (a) a sale resulting in a person obtaining ownership of all or substantially all of the Shares (but only after the payment of the sale proceeds in the proportions agreed between the selling members), (b) a listing (as referred to in limb (ii) of the definition of Exit in respect of all or substantially all of the Shares) but only after payment of all amounts due under Article 5.3 in respect of that listing.</p>	

# SH01 - continuation page

## Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	B ORDINARY	
Prescribed particulars	<p>5.1 Except as otherwise provided in the Company's Articles as detailed below, the Shares shall rank equally in all respects but shall constitute separate classes of shares.</p> <p>5.2 Save as provided in Article 5.3, a dividend in respect of the Shares will be paid only when and if declared by the Board. Any such dividend will be distributed by way of dividend to the holders of the Shares pro rata to the number of Shares held by them respectively.</p> <p>5.3 Upon an Exit or other return of capital (other than from a return of capital (a) of the nature referred to in Article 5.4, or (b) a redemption or purchase of Shares in accordance with these Articles) the proceeds arising from such transaction (or the surplus assets of the Company remaining after payment of its liabilities (in the case of a return of assets)) (in each case the "Distribution Sum") shall be applied as follows:</p> <p>5.3.1 first, unless an Investor ("Waiving Investor") has previously confirmed in writing to the Board ("Waiver Notice") in respect of a proposal to pay a Distribution Sum that this Article 5.3.1 shall not apply to that Investor's "B" Ordinary Shares (or a specified number of them) ("Waiver Shares") and that Article 5.3.2 should instead apply in respect of any Distribution Sum payable in respect of the Waiver Shares, in paying to each holder of the "B" Ordinary Shares £25.00 (less any amount previously paid pursuant to this Article 5.3.1 in respect of each "B" Ordinary Share) in respect of each "B" Ordinary Share held (and if the Distribution Sum is insufficient to pay each of the holders of "B" Ordinary Shares in full the amount due to be paid pursuant to this Article 5.3.1 then the Distribution Sum shall be allocated between the holders of the "B" Ordinary Shares in proportion to the amounts that they would have been entitled to be paid were the Distribution Sum sufficient to pay each of the holders of "B" Ordinary Shares in full pursuant to this Article 5.3.1);</p>	

# SH01 - continuation page

## Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	B ORDINARY	
Prescribed particulars	<p>5.3.2 second, in paying to the holders of "A" Ordinary Shares (and to the Waiving Investor in respect of Waiver Shares the subject of a Waiver Notice) £25.00 (less any amount previously paid pursuant to this Article 5.3.2 in respect of each "A" Ordinary Share or, in the case of a Waiving Investor, each Waiver Share) in respect of each "A" Ordinary Share held (and each Waiver Share as the case may be) (and if the Distribution Sum is insufficient to pay each of the holders of "A" Ordinary Shares (and Waiver Shares as the case may be) in full the amount due to be paid pursuant to this Article 5.3.2 then the Distribution Sum shall be allocated between the holders of the "A" Ordinary Shares (and the Waiving Investor as the case may be) in proportion to the amounts that they would have been entitled to be paid were the Distribution Sum sufficient to pay each of the holders of "A" Ordinary Shares (and the Waiver Shares) in full pursuant to this Article 5.3.2); and</p> <p>5.3.3 the balance (if any) of the Distribution Sum (after having made any applicable payments pursuant Articles 5.3.1 and 5.3.2) shall belong to and be distributed among the Shareholders equally according to the number of Shares which they hold (without reference to different classes of Shares).</p> <p>5.4 On a return of capital on liquidation or a winding up the surplus assets of the Company remaining after the payment of its liabilities shall be applied in distributing the balance of such assets amongst the holders of the Shares equally as if they constituted one class of Share in proportion to the numbers of Shares held by them respectively.</p> <p>5.5 No Share which is not a "B" Ordinary Share shall be converted into a "B" Ordinary Share except with the prior written consent of the Investor Representative.</p> <p>5.6 Each Share confers the right to receive notice of and attend and vote and speak at any general meeting of the Company and each holder of a Share shall be entitled to vote on any written resolution of the Company. Save, in each case, as provided otherwise in the CA2006, each Shareholder present in person or by proxy or by representative shall be entitled on a show of hands to one vote and on a poll or written resolution to one vote for each Share held by such holder.</p>	



# SH01 - continuation page

## Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	B ORDINARY	
Prescribed particulars	<p>5.7 Whenever the share capital of the Company is divided into different classes of shares, the rights attached to any class may, whether or not the Company is being wound up, be varied, modified, abrogated or cancelled ("Material Change") only with the consent in writing of.</p> <p>5.7.1 (in the case of a Material Change affecting "B" Ordinary Shares) the holders of:</p> <p>(a) subject as provided in Article 5.7.1(b), 75% of the issued "B" Ordinary Shares; or</p> <p>(b) if the Investor Representative (acting reasonably) confirms that the proposed Material Change is likely to be prejudicial to "B" Shareholders, 80% of the issued "B" Ordinary Shares; and</p> <p>5.7.2 (in the case of a Material Change affecting the "A" Ordinary Shares ) the holders of:</p> <p>(a) subject as provided in Article 5.7.2(b) 75% of the issued "A" Ordinary Shares; and</p> <p>(b) if any Shareholder holding 10% or more of the issued "A" Ordinary Shares (acting reasonably) confirms that the Material Change is likely to be prejudicial to "A" Shareholders , 75% of the issued "A" Ordinary Shares and all Shareholders holding 10% or more of the issued "A" Ordinary Shares.</p> <p>5.8 Members of the Company may not nominate any other person to enjoy or exercise all or any specified rights of the member of the Company in relation to the Company pursuant to section 145 of the CA2006. Accordingly, the Company shall not be obliged to give effect to any purported nomination notice received by it.</p> <p>5.9 A "B" Ordinary Share shall automatically convert in to an "A" Ordinary Share if it is transferred otherwise than pursuant to Article 8.3 to a person who is not an Investment Fund.</p> <p>5.10 All Shares shall automatically convert in to "A" Ordinary Shares immediately following either of (a) a sale resulting in a person obtaining ownership of all or substantially all of the Shares (but only after the payment of the sale proceeds in the proportions agreed between the selling members), (b) a listing (as referred to in limb (ii) of the definition of Exit in respect of all or substantially all of the Shares) but only after payment of all amounts due under Article 5.3 in respect of that listing.</p>	

# 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

Company name

Address

Post town

County/Region

Postcode

Country

DX

Telephone



### 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](http://www.gov.uk/companieshouse) or email [enquiries@companieshouse.gov.uk](mailto: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](http://www.gov.uk/companieshouse)