

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**
You cannot use this form to
give notice of shares taken by
or on formation of the company
for an allotment of a new
share by an unlimited company



A09 15/10/2013 #231
A2J2PTBM

1 Company details

Company number 07016384

Company name in full An Udder Company Limited

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

2 Allotment dates

From Date 23 09 2013
To Date

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)

Currency
If currency details are not
completed we will assume currency
is in pound sterling

Class of shares (E.g. Ordinary/Preference etc.)	Currency	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
A ordinary shares	£ sterling	12,000	1 00	1 00	
D ordinary shares	£ sterling	1	0 50	0 50	

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)

Please complete the table below to show any class of shares held in other currencies. Please complete a separate table for each currency.

- ① Including both the nominal value and any share premium
- ② Total number of issued shares in this class
- ③ E.g. Number of shares issued multiplied by nominal value of each share

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

Class of share	A ORDINARY SHARES
Prescribed particulars	<p>Voting - each holder of A Ordinary Shares present at a general meeting of the "Company in person, or by proxy, or by a duly authorised representative shall be entitled on a show of hands to one vote and on a poll to one vote for every A Ordinary Shares, subject to the proviso in respect of the voting rights of the B Ordinary Shares</p> <p>Dividends - subject to payment in full having been made of the Preference Dividend accrued at the relevant date, any profits resolved to be distributed in any financial year or period shall be distributed amongst the holders of A Ordinary Shares, the holders of B Ordinary Shares, the holders of C Ordinary Shares and the holders of D Ordinary Shares in such proportions as may be approved from time to time by the board and the holders of a majority of the A Ordinary Shares provided that (A) dividends shall be declared on the A Ordinary Shares in an amount per share not more than any dividends declared on the C Ordinary Shares, (B) dividends shall be declared on the B Ordinary Shares in an amount per share not more than any dividends declared on the C Ordinary Shares, and (C) until a sale or listing the D Ordinary Shares will not entitle the D Ordinary shareholders to receive any dividend or other distribution</p> <p>Capital - on a return of assets on liquidation, a reduction of capital or otherwise, the surplus assets of the Company remaining after payment of its liabilities shall be applied 1 first, in paying to the holders of Preference Shares any accruals and arrears (and any interest thereon) in relation to payments of the Preference dividend, and thereafter an amount equal to the issue price paid for such shares, 2 next, in paying an amount equal to the issue price paid to the holders of each of the A Ordinary Shares, the B Ordinary Shares, the C Ordinary Shares and the D Ordinary Shares ranking <i>pari passu</i> as if they constitute a single class, and finally, the balance of such assets shall belong to and be distributed amongst the holders of the A Ordinary Shares, the B Ordinary Shares, the C Ordinary Shares and the D Ordinary Shares as follows</p> <p>(a) if such balance (the Actual Equity Value) shall be less than such sum as is sufficient (if distributed amongst the holders of A Ordinary Shares, the B Ordinary Shares and the C Ordinary Shares <i>pari passu</i> as if they constitute a single class) to produce £100 for each B Ordinary Share then in issue (the "Minimum Ratchet"), then such balance shall belong to and be distributed amongst the holders of the A Ordinary Shares, the holders of B Ordinary Shares and the holders of C Ordinary Shares (to the exclusion of the holders of D Ordinary Shares) <i>pari passu</i> as if the A Ordinary Shares, the B Ordinary Shares and the C Ordinary Shares constitute a single class,</p> <p>(b) if the Actual Equity Value shall exceed such sum as is sufficient (if distributed amongst the holders of the A Ordinary Shares, the B Ordinary Shares, the C Ordinary Shares and the D Ordinary Shares <i>pari passu</i> as if they constitute a single class) to produce £200 for each B Share (the "Maximum Ratchet"), then such balance shall belong to and be distributed amongst the holders of A Ordinary Shares, the B Ordinary Shares, the C Ordinary Shares and the D Ordinary Shares <i>pari passu</i> as if they constitute a single class,</p> <p>(c) if the Actual Equity Value shall be an amount between the Maximum Ratchet and the Minimum Ratchet, then such balance shall belong to and be distributed amongst the holders of A Ordinary Shares, the B Ordinary Shares, the C Ordinary Shares and the D Ordinary Shares as follows</p> <p>(i) in respect of all of the A Ordinary Shares, B Ordinary Shares and C Ordinary Shares and</p> <p>(ii) in respect of a proportion of the D Ordinary Shares (the Participating D Shares) calculated as follows</p> $PD = \frac{TD \times (AEV - MinEV)}{(MaxEV - MinEV)}$ <p>where</p> <p>PD means the number of Participating D Ordinary Shares</p> <p>TD means the total number of D Ordinary Shares in issue,</p> <p>AEV means the Actual Equity Value,</p> <p>Max EV means the amount of the Equity Value on the basis of the Maximum Ratchet,</p> <p>Min EV means the amount of the Equity Value on the basis of the Minimum Ratchet,</p> <p>as if the A Ordinary Shares, the B Ordinary Shares and the C Ordinary Shares and the Participating D Ordinary Shares constitute a single class, and so that an appropriate proportion of each holding of D Ordinary Shares shall be treated as Participating D Shares and the remainder of each such holding of D Ordinary Shares shall not be entitled to participate in the distribution of such balance</p> <p>Redemption - there are no provisions in the terms of issue or the articles or association whereby the A Ordinary Shares are to be redeemed or are liable to be redeemed at the option of the Company or the shareholder</p>

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	B ORDINARY SHARES	
Prescribed particulars	<p>Voting - each holder of B Ordinary Shares present at a general meeting in person or proxy or by duly authorised representative shall be entitled on show of hands to one vote and on poll to one vote for every B Ordinary share held by him. Provided that the holders of the B Ordinary Shares shall not be entitled to exercise at any general meeting more than 49.9% of the total votes exercisable at such meeting and so that where this limitation is applicable (1) the number of votes which each holder of B Ordinary Shares is entitled to cast shall be reduced in the proportion which his holding of B Ordinary Shares bears to the total number of B Ordinary Shares in issue and (2) the number of votes which each holder of A Ordinary Shares and C Ordinary Shares and (if applicable) D Ordinary Shares in issue shall be correspondingly increased</p> <p>Dividends - as set out in relation to the A Ordinary Shares</p> <p>Capital - as set out in relation to the A Ordinary Shares</p> <p>Redemption - there are no provisions in the terms of issue or the articles of association whereby the B Ordinary Shares are to be redeemed or are liable to be redeemed at the option of the Company or the shareholder</p>	

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

Class of share	C ORDINARY SHARES	
Prescribed particulars	<p>Voting - each holder of C Ordinary Shares present at a general meeting of the Company in person, or by proxy, or by a duly authorised representative shall be entitled on a show of hands to one vote and on a poll to one vote for every C Ordinary Share held by him, subject to the proviso in respect of the voting rights of the B Ordinary Shares</p> <p>Dividends - as set out in relation to the A Ordinary Shares</p> <p>Capital - as set out in relation to the A Ordinary Shares</p> <p>Redemption - there are no provisions in the terms of issue or the articles of association whereby the C Ordinary Shares are to be redeemed or are liable to be redeemed at the option of the Company or the shareholder</p>	

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

Class of share	D ORDINARY SHARES	
Prescribed particulars	<p>Voting - the holders of D Ordinary Shares shall only be entitled to vote after a sale or listing. At any time after a sale or listing each holder of D Ordinary Shares present at a general meeting of the Company in person, or by proxy, or by a duly authorised representative shall be entitled to vote as follows (A) where on such sale or listing the Maximum Ratchet is achieved, then on show of hands to one vote and on a poll to one vote for every D Ordinary Share held by him, (B) where on such sale or listing an amount more than the Minimum Ratchet but less than the Maximum ratchet is achieved, then on show of hands to one vote and on a poll to one vote for each participating D Ordinary Share held by him</p> <p>Dividends - as set out in relation to A Ordinary Shares</p> <p>Capital - as set out in relation to A Ordinary Shares</p> <p>Redemption - there are no provisions in the terms of issue or the articles of association whereby the D Ordinary Shares are to be redeemed or are liable to be redeemed at the option of the Company or the shareholder</p>	

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

Class of share	PREFERENCE SHARES	
Prescribed particulars	<p>Voting - the Preference Shares carry no right to vote at general meetings of the company</p> <p>Dividends - the Preference Shares confer upon the holders of Preference Shares as a class the right, in priority to any payment by way of dividend to any other shareholders, to receive a fixed cumulative cash dividend to any other shareholders, to receive a fixed cumulative cash dividend of 10% per annum (net of any associated tax credit) calculated on the nominal value of the Preference Shares in issue from time to time</p> <p>Capital - on return of assets on liquidation, a reduction of capital or otherwise, the surplus assets of the Company remaining after payment of its liabilities shall be applied first, in paying to the holders of Preference Shares any accruals and arrears (and any interest thereon) in relation to payments of the Preference Dividend up to and including the date of payment, and thereafter an amount equal to the issue price paid for such Shares. The holders of the Preference Shares shall not be entitled to participate in any further distribution</p> <p>Redemption - there are no provisions in the terms of issue or the articles of association whereby the Preference Shares are to be redeemed or are liable to be redeemed at the option of the Company or the shareholder</p>	

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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
SEE CONTINUATION PAGE				£
				£
				£
				£
Totals				£

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

Total number of shares

Total aggregate
nominal value ④

④ Total aggregate nominal value
Please list total aggregate values in
different currencies separately. For
example £100 + €100 + \$10 etc

① Including both the nominal value and any
share premium

② Total number of issued shares in this class

③ 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


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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		<p>Prescribed particulars of rights attached to shares</p> <p>The particulars are</p> <ul style="list-style-type: none"> 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. <p>A separate table must be used for each class of share</p> <p>Continuation page Please use a Statement of Capital continuation page if necessary</p>
Class of share		
Prescribed particulars ①	PLEASE SEE CONTINUATION PAGE	
Class of share		
Prescribed particulars ①		
Class of share		
Prescribed particulars ①		

8 Signature

I am signing this form on behalf of the company		<p>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</p> <p>Person authorised Under either section 270 or 274 of the Companies Act 2006</p>
Signature	<p>Signature</p> <p>X  X</p> <p>This form may be signed by Director ②, Secretary, Person authorised ③, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager</p>	

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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 **David Obahagbon**

Company name **Shoosmiths LLP**

Address **Waterfront House**

Waterfront Plaza

35 Station Street

Post town **Nottingham**

County/Region **Nottinghamshire**

Postcode

	N	G	2		3	D	Q
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Country

DX **D 10104 Nottingham 1**

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 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