

# RP04

## Second filing of a document previously delivered



Companies House

### ✓ What this form is for

You can only use this form to file a second filing of a document delivered under the Companies Act 2006 on or after 1 October 2009 that held inaccuracies.

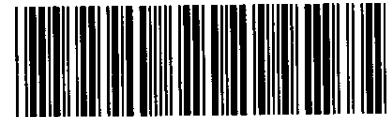
A second filing of a document must only be filed where it is providing corrected information that has been properly delivered but inaccuracies still appear on the register.

### ✗ What this form is NOT for

You cannot use this form to file a second filing of a document delivered under the Companies Act 1985 or the Companies (Northern Ireland) Order 1986 regardless of whether it was properly delivered.

A second filing of a document cannot be filed where it is information that was originally properly delivered. Form R is used in these circumstances.

For further information, please refer to our guidance at [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)



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08/01/2020

#214

COMPANIES HOUSE

WEDNESDAY

1

### Company details

Company number 07892904

Company name in full Vordere plc

#### → Filing in this form

Please complete in typescript or in bold black capitals.

All fields are mandatory unless specified or indicated by \*

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### Applicable documents

This form **only** applies to the following forms:

- AP01 Appointment of director
- AP02 Appointment of corporate director
- AP03 Appointment of secretary
- AP04 Appointment of corporate secretary
- CH01 Change of director's details
- CH02 Change of corporate director's details
- CH03 Change of secretary's details
- CH04 Change of corporate secretary's details
- TM01 Termination of appointment of director
- TM02 Termination of appointment of secretary
- SH01 Return of allotment of shares
- AR01 Annual Return
- CS01 Confirmation statement (Parts 1-4 only)
- PSC01 Notice of individual person with significant control (PSC)
- PSC02 Notice of relevant legal entity (RLE) with significant control
- PSC03 Notice of other registrable person (ORP) with significant control
- PSC04 Change of details of individual person with significant control (PSC)
- PSC05 Change of details of relevant legal entity (RLE) with significant control
- PSC06 Change of details of other registrable person (ORP) with significant control
- PSC07 Notice of ceasing to be a person with significant control (PSC), relevant legal entity (RLE), or other registrable person (ORP)
- PSC08 Notification of PSC statements
- PSC09 Update to PSC statements

RP04

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### 3 Description of the original document

Document type ①	SH01 Return of allotment of shares		<b>① Description of the original document</b> Please enter the document type (e.g. a Return of allotment of shares—SH01) and any distinguishing information if more than one document of that type was filed on the same day.
Date of registration of the original document	<div> <div>d</div> <div>1</div> <div>d</div> <div>2</div> </div> <div> <div>m</div> <div>0</div> <div>m</div> <div>8</div> </div> <div> <div>y</div> <div>2</div> <div>y</div> <div>0</div> <div>y</div> <div>1</div> <div>y</div> <div>9</div> </div>		

### 4 Section 243 or 790ZF Exemption ②

If you are applying for, or have been granted, exemption under section 243 or 790ZF of the Companies Act 2006 and the document(s) you are updating contain(s) your usual residential address, please post this form along with the updated document(s) to the address below:

The Registrar of Companies, PO BOX 4082, Cardiff, CF14 3WE.

② If you are currently in the process of applying for or have been granted a Section 243 or 790ZF exemption, you may wish to check that you have not entered your usual residential address as the service address in the accompanying form (e.g. AP01 or CH01).

**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 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 can only use this form to file a second filing of a document delivered to the Registrar of Companies under the Companies Act 2006 on or after 1 October 2009 that held inaccuracies.
- ☐ If you are updating a document where you have previously paid a fee, do not send a fee along with this form.
- ☐ You have enclosed the second filed document(s).
- ☐ If the company to which this document relates has signed up to the PROOF (PROtected Online Filing) scheme, you must also deliver with this form, and the second filed document(s), a PR03 form 'Consent for paper filing.'

**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.

**Section 243 or 790ZF exemption**

If you are applying for or have been granted a section 243 or 790ZF exemption, please post this whole form to the different postal address below:

The Registrar of Companies, PO Box 4082,  
Cardiff, CF14 3WE.

**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)**



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 subscribers on formation of the company or for an allotment of a new class of shares by an unlimited company.

For further information, please refer to our guidance at [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

1

**Company details**

Company number 0 7 8 9 2 9 0 4

Company name in full Vordere plc

**→ 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 <sup>1</sup>**

From Date 0 4 0 7 2 0 1 9

To Date

**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 <sup>2</sup>	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	Ordinary	277,931,954	0.02	0.20	£0

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)

Shares allotted in consideration for the acquisition of six German properties

## 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	Ordinary	477,682,372	9,553,647.44	
<b>Totals</b>		477,682,372	9,553,647.44	0

<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
477,682,372	9,553,647.44	0

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

Ordinary

Prescribed particulars

①

The shares have attached to them full voting, dividend and capital distribution (including on winding up) rights; they do not confer any rights of redemption

Class of share

Prescribed particulars

①

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



For and on behalf of  
**VISTRA COMPANY  
SECRETARIES LIMITED**

X

This form may be signed by:

Director ②, Secretary, Person authorised ③, 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

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**

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**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.



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**For companies registered in Scotland:**

The Registrar of Companies, Companies House,  
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139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.  
DX ED235 Edinburgh 1  
or LP - 4 Edinburgh 2 (Legal Post).

**For companies registered in Northern Ireland:**

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## INDEPENDENT ACCOUNTANTS' REPORT TO VORDERE PLC FOR THE PURPOSE OF SECTION 593 OF THE COMPANIES ACT 2006

This report is made solely to Vordere plc ("Vordere" or the "Company") for the purpose of Section 593 of the Companies Act 2006. Our work has been undertaken so that we might state to the Company those matters that we are required to state to it in an accountants' report under that section and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company, for our work, for this report, or for the opinions that we have formed.

We report on the value of the German properties (as described below) to be transferred to the Company in consideration (the "Consideration") for the proposed allotment of ordinary shares of £0.02 each nominal value in the capital of the Company ("Ordinary Shares") to Dolphin Capital 158. Projekt GmbH & Co. KG; Dolphin Capital 176. Projekt GmbH & Co. KG; Dolphin Capital 180. Projekt GmbH & Co. KG; Dolphin Capital 202. Projekt GmbH & Co. KG; Dolphin Capital 206. Projekt GmbH & Co. KG; and EP Projekt GmbH & Co. KG (the "Vendors") at a price of £0.20 (the "Issue Price") representing a premium on each share of £0.18. The whole of the Issue Price is to be treated as fully paid up by the Consideration.

The value of the Consideration for the allotment to the Vendors of the ordinary shares is €59,290,000 relating to certain interests in six German properties: Mohriner Allee 119 in 12347 Berlin; Bülowstr./Tautenzienstr./Parkstr. / Zum Schießplatz in 14913 Jüterbog; Wohnen am Angelteich - Carsdorfer Strasse in 04523 Pegau; Am Bahndamm / Drosselweg / Robert-Koch-Str. in 04435 Schkeuditz; Wohnpark Keramische Hütte - Peiner Straße 62 in 31319 Sehnde; and Wohnanlage am Gothenweg - Gothenweg 2-3 in 17419 Heringsdorf (Ahlbeck) (the "German Portfolio").

The aggregate number of Ordinary Shares to be finally issued will be calculated on the basis of the exchange rate prevailing on the business day immediately prior to completion of the acquisition of the relevant properties within the German Portfolio.

The German Portfolio to be acquired is set out in the table below:

German Portfolio	Residual Value (€)
Mohriner Allee 119 in 12347 Berlin	1,950,000
Bülowstr./Tautenzienstr./Parkstr. / Zum Schießplatz in 14913 Jüterbog	21,480,000
Wohnen am Angelteich - Carsdorfer Strasse in 04523 Pegau	2,380,000
Am Bahndamm / Drosselweg / Robert-Koch-Str. in 04435 Schkeuditz	11,900,000
Wohnpark Keramische Hütte - Peiner Straße 62 in 31319 Sehnde	5,980,000
Wohnanlage am Gothenweg - Gothenweg 2-3 in 17419 Heringsdorf (Ahlbeck)	15,600,000
<b>Total</b>	<b>59,290,000</b>

As the above table indicates, the German Portfolio consists of six properties in six towns/cities: Berlin, Jüterbog, Pegau, Schkeuditz, Sehnde and Heringsdorf (Ahlbeck). We understand that the Berlin properties are due to be constructed over the period 2019-2021 and will include 9 condominiums (4 apartments in an existing building and 5 new apartments); the Jüterbog properties are due to be constructed over the period 2019-2024 and will convert a former barracks into 1,500 residential units; the Pegau properties will be constructed over the period 2019-2021 and will include the redevelopment of 86 housing units (including 54 apartments and 32 units in 16 two family houses); the Schkeuditz properties will be constructed over the period 2019-2024 and will involve the development of 370 residential units; the Sehnde properties are due to be constructed over the period 2019-2021 and will include the development of 136 housing units; the Heringsdorf (Ahlbeck) properties will be constructed over the period 2019- 2022 and will include the development of 119 housing units.

A planned programme of redevelopment/refurbishment will result in a total saleable area of around 428,629m<sup>2</sup> across all six properties: Berlin, 1,800m<sup>2</sup>; Jüterbog, 311,321m<sup>2</sup>, Pegau, 25,471m<sup>2</sup>, Schkeuditz, 45,851m<sup>2</sup>, Sehnde, 29,830m<sup>2</sup>, Heringsdorf (Ahlbeck), 14,356m<sup>2</sup>, comprising 2,220



residential units and 3,024 garage and parking spaces. After completion, the units will be sold as condominiums.

#### **Basis of Opinion**

The Consideration of €59,290,000 is based on a valuation that has been prepared by Jones Lang LaSalle GmbH ("JLL") for the Company as at 30 January 2019. The JLL valuation states that it was prepared "in accordance with the International Standards of Valuation of Real Estate for Investment Purposes, the Valuation Standards of the Royal Institution of Chartered Surveyors (Red Book) and the International Financial Reporting Standards...".

The valuation methodology used to assess the Consideration was based on residual valuation calculations. The aim of this method is to calculate the objective value for the sites, which is either underdeveloped or sub optimally utilised. The residual value is determined by taking the initial gross development value and subtracting building and construction cost, fees and transactions and developers profit requirements. Each individual property has been valued separately in order to capture property specific information, such as addresses, construction years, number of units, saleable areas, plans for redevelopment and the individual development cost calculations or entries in Section II of the land register. Site inspections were undertaken by JLL at all six of the German properties.

In accordance with Section 1150 of the Companies Act 2006, we consider that JLL have the requisite knowledge and experience to value the German Portfolio and therefore consider it reasonable to accept the JLL conclusion as a basis for the valuation of the Consideration.

We have relied upon information provided by JLL, under contract with the Company, in order to inform our work assessing the non-cash consideration that is being paid for the respective Vendors' economic interest in the German Portfolio as described above.

#### **Opinion**

In our opinion, the method of the valuation used to value the Consideration receivable is reasonable in all circumstances and there appears to have been no material changes in the value of the consideration receivable since the valuation was made.

On the basis of this valuation, in our opinion, the value of the Consideration is not less than €59,290,000 being the aggregate of the Issue Price of the Ordinary Shares to be treated as fully paid up by the Consideration with such number of Ordinary Shares to be issued by reference to the exchange rate as described above.

Yours faithfully,

*BDO LLP*

BDO LLP

13 March 2019