

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

TUESDAY



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A25

31/07/2012

#285

COMPANIES HOUSE

1 Company details

Company number 0 7 9 3 0 6 0 6

Company name in full Agility Trains West 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 d2 d4 m0 m7 y2 y0 y1 y2
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
Ordinary	£1.00	49999	1.00	49,999 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)

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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
Ordinary	1 00		50000	£ 50,000 00
				£
				£
				£
Totals			50000	£ 50,000.00

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		
Total aggregate nominal value ④		

① Including both the nominal value and any share premium

③ E.g. Number of shares issued multiplied by nominal value of each share

② Total number of issued shares in this class

Continuation Pages

Please use a Statement of Capital continuation page if necessary

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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

Ordinary

Prescribed particulars

1

Please see continuation sheets

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 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

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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 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

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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 Eleanor Kerslake

Company name DLA Piper UK LLP

Address 3 Noble Street

London

Post town

County/Region

Postcode

E

C

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V

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E

E

Country

DX DX: 33866 Finsbury Square

Telephone 0207 796 6557



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

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

Class of share	Ordinary
Prescribed particulars	<p><u>VOTING AT DIRECTORS' MEETINGS</u></p> <p>1 1 A decision is taken at a directors' meeting by a majority of the votes of the eligible directors participating in the decision at the meeting</p> <p>1 2 Subject to the articles, any one or more director participating in a decision at a directors' meeting has in aggregate, the number of votes equal to the number of shares held by the member who appointed him in accordance with article 20.2 If two directors appointed or whose appointment was procured by a single member are present, they shall each have the number of votes equal to the number of shares held by that member divided by the number of those directors appointed by that member who are present at the meeting.</p> <p>1 3 Subject to the articles, an alternate director shall have the corresponding number of votes (in addition to his own votes in his capacity as a director in his own right, if relevant) on any decision at a directors' meeting for each of his appointors who</p> <p>1 3 1 are not participating in the decision at the directors' meeting, and</p> <p>1 3 2 would have been eligible directors in relation to the decision if they had been participating in it</p> <p><u>VOTING AT GENERAL MEETINGS</u></p> <p>1. Voting: general</p> <p>1 1 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles.</p> <p>1 2 On a poll vote, each share shall be entitled to one vote</p> <p>2. Errors and disputes</p> <p>2 1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid</p> <p>2 2 Any such objection must be referred to the chairman of the meeting, whose decision is final</p> <p>CONTINUED ON NEXT PAGE.</p>

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

Class of share	Ordinary	
Prescribed particulars	<p>3. Poll votes</p> <p>3 1 A poll on a resolution may be demanded</p> <p>3 1 1 in advance of the general meeting where it is to be put to the vote; or</p> <p>3 1.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.</p> <p>3 2 A poll may be demanded by</p> <p>3 2 1 the chairman of the meeting;</p> <p>3 2 2 the directors present,</p> <p>3 2 3 two or more persons having the right to vote on the resolution,</p> <p>3 2 4 a person or persons representing not less than 15 per cent of the total voting rights of all the shareholders having the right to vote on the resolution, or</p> <p>3 2 5 a person or persons who hold (or are representing a holder or holders of) shares conferring a right to vote on the resolution, being shares on which an aggregate sum has been paid up equal to not less than 15 per cent of the total sum paid up on all the shares conferring the right to vote on the resolution.</p> <p>4 1 A demand for a poll may be withdrawn if</p> <p>4 1 1 the poll has not yet been taken; and</p> <p>4 1 2 the chairman of the meeting consents to the withdrawal</p> <p>A demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made</p> <p>4 2 Polls must be taken immediately and in such manner as the chairman of the meeting directs.</p> <p>CONTINUED ON NEXT PAGE.</p>	

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

Class of share	Ordinary	
Prescribed particulars	<p>5. Content of proxy notices</p> <p>5 1 Proxies may only validly be appointed by a notice in writing ("proxy notice") which:</p> <p>5 1 1 states the name and address of the shareholder appointing the proxy,</p> <p>5 1 2 identifies the person appointed to be that shareholder's proxy and the general meeting or adjourned meeting in relation to which that person is appointed;</p> <p>5 1 3 is signed by or on behalf of the shareholder appointing the proxy, or is authenticated in such manner as the directors may otherwise determine,</p> <p>5 1.4 is delivered to the Company in accordance with the articles and any instructions contained in the notice of the general meeting or adjourned meeting to which it relates, and</p> <p>5 1 5 is received by the Company no later than 48 hours (excluding any part of a day that is not a working day) before the time appointed for the commencement of the general meeting or adjourned meeting to which the proxy notice relates or such later time as the directors may determine</p> <p>5 2 The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes</p> <p>5 3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions</p> <p>5 4 Unless a proxy notice indicates otherwise, it must be treated as</p> <p>5 4 1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and</p> <p>CONTINUED ON NEXT PAGE.</p>	

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Class of share	Ordinary	
Prescribed particulars	5 4 2	appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself
	6.	Delivery of proxy notices
	6 1	A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Company by or on behalf of that person. However, if that person votes at the meeting or adjourned meeting on a resolution, then as regards that resolution any proxy notice delivered to the Company by or on behalf of that person shall
	6.1.1	on a show of hands, be invalid,
	6 1 2	on a poll, be invalid to the extent that such person votes in respect of the shares to which the proxy notice relates
	6 2	An appointment under a proxy notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given
	6 3	A notice revoking a proxy appointment only takes effect if it is received by the Company before the commencement of the meeting or adjourned meeting to which it relates
	6 4	If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf
	6 5	When two or more valid but different proxy notices are received in respect of the same share for use at the same meeting or adjourned meeting, the one which is last validly received (regardless of its date or the date of its execution) shall be treated as replacing and revoking the other(s) as regards that share. If the Company is unable to determine which was last received, none of them shall be treated as valid in respect of that share
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Class of share	Ordinary	
Prescribed particulars	<p>7. Corporate representatives</p> <p>Where a shareholder that is a corporation has authorised a representative or representatives to act on its behalf at a general meeting in accordance with section 323 of the Act</p> <p>7 1 the corporation shall, for the purposes of these articles, be deemed to be present in person at any such meeting if any such representative is present at it, and all references to attendance and voting in person shall be construed accordingly;</p> <p>7 2 a director or the company secretary (if any) may require any such representative to produce a certified copy of such authority before such representative is entitled to exercise any power on behalf of the corporation which he represents, and</p> <p>7 3 a vote given or poll demanded by such representative at a general meeting or adjourned meeting shall be valid even though his authority has previously terminated unless notice in writing of the termination was received by the Company before the commencement of that meeting</p> <p>8. No voting of shares on which money due and payable to the Company</p> <p>8 1 Unless the directors otherwise determine, no voting rights attached to a share may be exercised unless all amounts (including the nominal value and any share premium) due and payable to the Company in respect of that share have been paid</p> <p>9. Amendments to resolutions</p> <p>9 1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if</p> <p>9 1 1 notice of the proposed amendment is given to the Company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and</p> <p>CONTINUED ON NEXT PAGE.</p>	

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

Class of share	Ordinary	
Prescribed particulars	<p>9 1 2 the meeting, materially alter the scope of the resolution</p> <p>9 2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if</p> <p>9 2 1 the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and</p> <p>9 2 2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution</p> <p>9 3 If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution</p> <p><u>DIVIDENDS AND OTHER DISTRIBUTIONS</u></p> <p>1. Procedure for declaring dividends</p> <p>1 1 The Company may by ordinary resolution declare dividends, and the directors may decide to pay interim dividends</p> <p>1 2 A dividend must not be declared unless the directors have made a recommendation as to its amount. Such a dividend must not exceed the amount recommended by the directors</p> <p>1 3 No dividend may be declared or paid unless it is in accordance with shareholders' respective rights</p> <p>1.4 Unless the shareholders' resolution to declare or directors' decision to pay a dividend, or the terms on which shares are issued, specify otherwise, a dividend must be paid by reference to each shareholder's holding of shares on the date of the resolution or decision to declare or pay it</p> <p>1 5 If the Company's share capital is divided into different classes, no interim dividend may be paid on shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrears</p> <p>1 6 The directors may pay at intervals any dividend payable at a fixed rate if it appears to them that the profits available for distribution justify the payment.</p> <p>CONTINUED ON NEXT PAGE.</p>	

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Class of share	Ordinary	
Prescribed particulars	<p>1 7 If the directors act in good faith, they do not incur any liability to the holders of shares conferring preferred rights for any loss they may suffer by the lawful payment of an interim dividend on shares with deferred or non-preferred rights</p> <p>2. Calculation of dividends</p> <p>2 1 Except as otherwise provided by the articles or the rights attached to shares, all dividends must be declared and paid in proportions based on the amounts paid up on the nominal value of the shares during any portion or portions of the period in respect of which the dividend is paid.</p> <p>2.2 If any share is issued on terms providing that such share shall be entitled to a dividend as if the nominal value of it were fully paid or partly paid from a particular date (in the past or the future), then such share shall be entitled to a dividend on that basis</p> <p>3. Payment of dividends and other distributions</p> <p>3 1 Where a dividend or other sum which is a distribution is payable in respect of a share, it must be paid by one or more of the following means</p> <p>3 1 1 transfer to a bank or building society account specified by the distribution recipient either in writing or as the directors may otherwise decide,</p> <p>3 1 2 sending a cheque made payable to the distribution recipient by post to the distribution recipient at the distribution recipient's registered address (if the distribution recipient is a holder of the share), or (in any other case) to an address specified by the distribution recipient either in writing or as the directors may otherwise decide,</p> <p>3 1 3 sending by post a cheque made payable to such person, and sent to such person at such address, as the distribution recipient has specified either in writing or as the directors may otherwise decide, or</p> <p>3 1 4 any other means of payment as the directors agree with the distribution recipient either in writing or by such other means as the directors decide</p>	

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Class of share	Ordinary	
Prescribed particulars	<p>3 5 In the articles, the "distribution recipient" means, in respect of a share in respect of which a dividend or other sum is payable</p> <p>3 5 1 the holder of the share, or</p> <p>3 5 2 if the share has two or more joint holders, whichever of them is named first in the register of members, or</p> <p>3 5 3 if the holder is no longer entitled to the share by reason of death or bankruptcy, or otherwise by operation of law, the transmittee</p> <p>4. No interest on distributions</p> <p>The Company may not pay interest on any dividend or other sum payable in respect of a share unless otherwise provided by:</p> <p>4 1 the terms on which the share was issued, or</p> <p>4 2 the provisions of another agreement between the holder of that share and the Company</p> <p>5. Unclaimed distributions</p> <p>5 1 All dividends or other sums which are</p> <p>5 1 1 payable in respect of shares, and</p> <p>5 1 2 unclaimed after having been declared or become payable,</p> <p>may be invested or otherwise made use of by the directors for the benefit of the Company until claimed</p> <p>5 2 The payment of any such dividend or other sum into a separate account does not make the Company a trustee in respect of it</p> <p>5 3 If</p> <p>5 3 1 12 years have passed from the date on which a dividend or other sum became due for payment, and</p>	

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Class of share	Ordinary	
Prescribed particulars	<p>5 3 2 the distribution recipient has not claimed it,</p> <p>the distribution recipient is no longer entitled to that dividend or other sum and it ceases to remain owing by the Company</p> <p>6. Non-cash distributions</p> <p>6 1 Subject to the terms of issue of the share in question, the Company may, by ordinary resolution on the recommendation of the directors, decide to pay all or part of a dividend or other distribution payable in respect of a share by transferring non-cash assets of equivalent value (including, without limitation, shares or other securities in any company)</p> <p>6 2 For the purposes of paying a non-cash distribution, the directors may make whatever arrangements they think fit, including, where any difficulty arises regarding the distribution</p> <p>6 2 1 fixing the value of any assets,</p> <p>6 2 2 paying cash to any distribution recipient on the basis of that value in order to adjust the rights of recipients, and</p> <p>6 2 3 vesting any assets in trustees</p> <p>7. Waiver of distributions</p> <p>Distribution recipients may waive their entitlement to a dividend or other distribution payable in respect of a share by giving the Company notice in writing to that effect, but if</p> <p>7 1 the share has more than one holder, or</p> <p>7 2 more than one person is entitled to the share, whether by reason of the death or bankruptcy of one or more joint holders, or otherwise,</p> <p>the notice is not effective unless it is expressed to be given, and signed, by all the holders or persons otherwise entitled to the share</p>	