

SH01

Return of allotment of shares



Go online to file this information
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 share
on formation of the company
for an allotment of a new class of
shares by an unlimited company



L5GN0YTE
L20 30/09/2016 #185
COMPANIES HOUSE

1 Company details

Company number 0 7 9 7 1 0 9 7

Company name in full Hartland Shipping 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 ^d2 ^d9 ^m09 ^y20 ^y1 ^y6
To Date ^d2 ^d9 ^m09 ^y20 ^y1 ^y6

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
GB-GBP	Ordinary	68,750	£0.01	£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)

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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
Currency table A				
GB-GBP	Ordinary	393,750	£3,937 50	
Totals		393,750	£3,937 50	£0 00
Currency table B				
Totals				
Currency table C				
Totals				
Totals (including continuation pages)		Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
		393,750	£3,937 50	£0 00

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

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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 share capital tables in Section 4

Class of share

Ordinary

Prescribed particulars

①

See continuation sheets

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

Class of share

Prescribed particulars

①

Class of share

Prescribed particulars

①

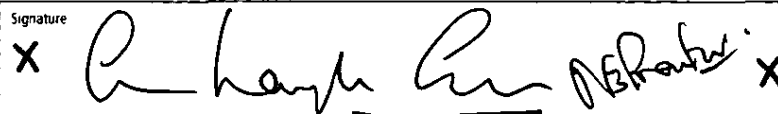
6

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

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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

Company name

Lewis Golden LLP

Address

40 Queen Anne Street

Post town

London

County/Region

Postcode

W 1 G 9 E L

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 or email 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

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5 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	Ordinary
Prescribed particulars	<p>DIVIDEND RIGHTS</p> <p>1 Subject to (i) the Board recommending payment of the same, and (ii) Majority Consent, any Available Profits which the Company may determine to distribute in respect of any financial year shall be distributed to the holders of the Ordinary Shares (pari passu as if the same constituted one class of share) according to the number of such Shares held by the relevant Shareholder at the relevant time</p> <p>RETURN OF CAPITAL RIGHTS</p> <p>1 The rights as regards return of capital attaching to each class of Shares shall be as set out in this Paragraph</p> <p>2 On a return of capital on liquidation of otherwise (except on a redemption or purchase by the Company of any Shares), the surplus assets of the Company remaining after the payment of its liabilities and all other sums payable in priority shall be applied in the following order</p> <p>2 1 in priority to any payments to be made pursuant to Paragraph 2 2 , in paying to each holder of Ordinary shares (pari passu as if the same constituted one class of shares) in respect of each Ordinary share of which it is the holder, a sum equal to the issue price thereof,</p> <p>2 2 the balance of such assets (if any) after all payments to be made in priority shall be distributed amongst the holders of the Equity Shares (pari passu as if the same constituted one class of Shares) according to the number of such Equity shares held by the relevant Shareholder at the relevant time</p> <p>VOTING RIGHTS</p> <p>1 The voting rights attached to each class of shares shall be as set out in this paragraph</p> <p>1 1 on a written resolution, every Shareholder holding one or more Ordinary Shares on the date on which the resolution is circulated as required by the Companies Act 2006 ("Act") shall, subject to sections 289 and 290 of the Act and these Paragraphs, have one vote for each Ordinary Share held by him,</p> <p>1 2 on a resolution to be passed at a general meeting of the Company on a show of hands, every qualifying person (as defined in section 318(3) of the Act) present shall, subject to section 323(4) of the Act, have one vote, and</p> <p>1 3 on a resolution to be passed at a general meeting of the Company on a poll, every Shareholder holding one or more Ordinary Shares, who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy, shall have one vote for each Ordinary Shares of which he is the holder</p> <p>2 The provisions of Paragraph 3 shall apply (unless the Investors by a Majority Decision direct otherwise) if at any time</p> <p>2 1 any Shareholder is in material breach of the provisions of these Paragraphs (without prejudice to the provisions of Article 10 2) and/or the Investment Agreement,</p>

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	Ordinary	
Prescribed particulars	<p>VOTING RIGHTS (Continued)</p> <p>2 2 any Group Company is entitled to terminate any contract of employment by reason of a repudiatory breach thereof by an employee who is a Shareholder or whose Permitted Transferee(s) are Shareholders or who is otherwise entitled to Shares held by a nominee or trustee on his behalf, or</p> <p>2 3 any person becomes a Leaver</p> <p>3 If the provisions of this Paragraph apply</p> <p>3 1 the Shares which such person holds or to which he is entitled,</p> <p>3 2 any Shares formerly held by such person, which have been transferred either in breach of the provisions of these Articles or in accordance with Article 10 (Permitted Transfers), and</p> <p>3 3 any Shares formerly held by a Family Member of such person or trustee of a Family Trust of such person, which have been transferred either in breach of the provisions of these Articles or in accordance with Article 10 (Permitted Transfers),</p> <p>shall immediately cease to entitle the holders thereof to vote on any written resolution of the Company and to attend and vote (whether on a show of hands or on a poll) at any general meeting of the Company or at any separate class meeting</p> <p>4 The provisions of paragraph 3 shall continue</p> <p>4 1 in the case of Paragraph 2 1, for so long as such breach subsists (and for this purpose no account shall be taken of any waiver given by the Company in respect of such breach), or</p> <p>4 2 in the case of Paragraphs 2 2 and 2 3, until such time as such person and any Permitted Transferee of such a person under the Articles 10 1 1 or 10 1 2 ceases to be a Shareholder</p> <p>5 The class rights attaching to the Ordinary Shares may be varied or abrogated either with the consent in writing of the holders of at least 75% in nominal value of the Ordinary Shares who would have been entitled to vote at a separate meeting of the holders of Ordinary Shares or with the sanction of a special resolution passed at a separate class meeting of the holders of the Ordinary Shares Any variation or abrogation which does not affect the class rights attaching to the Ordinary Shares shall not require such consent</p> <p>6 Unless otherwise expressly provided by the terms of issue, the rights attaching to any class of shares shall not be deemed to be varied or abrogated by</p> <p>6 1 the creation, allotment or issue of further shares or securities convertible into shares, ranking subsequent to, pari passu with, or in priority to them, or the issue of any debt securities by the Company or any other Group Company, or the purchase or redemption by the Company of its own shares in accordance with the Act, or</p>	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	Ordinary	
Prescribed particulars	<p>VOTING RIGHTS (Continued)</p> <p>6.2 any alteration to the Articles made conditional upon, or otherwise in connection with a Sale, a Listing, a Solvent Reorganisation or in connection with any matter referred to in paragraph 6.1</p> <p>REDEMPTION</p> <p>The Ordinary Shares are not liable to be redeemed</p> <p>DEFINITIONS</p> <p>"FAMILY MEMBER" means, in relation to a Relevant Employee, his spouse and/or any one or more of his children (including step-children)</p> <p>"GROUP" means the Company and any company which is a subsidiary undertaking of the Company from time to time and references to "GROUP COMPANY" and "MEMBERS OF THE GROUP" shall be construed accordingly</p> <p>"LEAVER" means</p> <p>(a) any Shareholder who is on or at any time after the Adoption Date a Relevant Employee and who subsequently ceases, or has ceased, to be a Relevant Employee,</p> <p>(b) any Shareholder who is on or at any time after the Adoption Date a Relevant Employee, who remains a Relevant Employee but who becomes or has become a Non-Contributory Employee,</p> <p>(c) any Shareholder who is (or is the nominee of) a Family Member of any person who is on or at any time after the Adoption Date a Relevant Employee who subsequently either ceases to be a Relevant Employee or remains a Relevant Employee but who becomes or has become a Non-Contributory Employee,</p> <p>(d) any Shareholder who is (or is the nominee of) the trustee of a Family Trust of any person who is on or at any time after the Adoption Date a Relevant Employee, who subsequently either ceases to be a Relevant Employee or remains a Relevant Employee but who becomes or has become a Non-Contributory Employee, in each case in respect of the Shares held on behalf of such person or on behalf of any Family Member of such person,</p> <p>(e) any Shareholder holding Shares as a result of a transfer made after the date of the adoption of the Articles by a person in relation to whom such Shareholder was a Permitted Transferee under the provisions of Articles 10.1.1 or 10.1.2 who ceases to be such a Permitted Transferee in relation to such person, including, without limitation, any Shareholder who ceases to be the spouse of a Relevant Employee,</p> <p>(f) any person who holds or becomes entitled to any Shares</p> <p>(i) following the death of a Shareholder,</p>	

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Class of share	Ordinary	
Prescribed particulars	<p>DEFINITIONS (Continued)</p> <p>(ii) following the bankruptcy of a Shareholder (if an individual) or the receivership, administrative receivership, administration, liquidation or other arrangement for the winding-up (whether solvent or insolvent) of a Shareholder (if a company), or</p> <p>iii) following the exercise of an option after ceasing to be a Relevant Employee or whilst a Relevant Employee after becoming a Non-Contributory Employee, or</p> <p>(g) any Shareholder holding Shares as a nominee for any person who is on or at any time after the Adoption Date a Relevant Employee, who subsequently either ceases, or who has ceased, to be a Relevant Employee or who remains a Relevant Employee but who becomes, or has become, a Non-Contributory Employee, in either case in respect of the Shares held on behalf of such person, provided that, for the purposes of this definition, a person shall be deemed to cease or have ceased to be a Relevant Employee on the date on which the relevant individual is given notice of termination of his employment or, as the case may be upon the commencement of any period during which the relevant individual is placed on Garden Leave, (notwithstanding that the relevant individual remains an employee of the Company or any other Group Company) or in the case of a Relevant Employee who has become a Non-Contributory Employee, upon the date on which the Relevant Employee was designated as a Non-Contributory Employee by the Board (with Investor Consent)</p>	