

# SH01

## Return of allotment of shares

 **IRIS Laserform**

You can use the WebFiling service to file this form online.  
Please go to [www.companieshouse.gov.uk](http://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 subscription  
on formation of the company or  
for an allotment of a new class  
of shares by an unlimited company

THURSDAY



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17/10/2013

#21

COMPANIES HOUSE

### 1 Company details

Company number 0 8 2 2 5 7 2 7

Company name in full Shellproof plc

→ **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 ①

From Date d2 d7 m0 m9 y2 y0 y1 y3  
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		1944444	0 50	See below	See below
Ordinary		5280367	0 50	0 54	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)

The transfer of freehold property to the Company as more particularly  
described in the admission document of the Company circulated to  
shareholders on 3 September 2013

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## Return of allotment of shares

## 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

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## 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	0 50	0 00	8000003	£ 4,000,001 50
Ordinary	0 54	0 00	7224811	£ 3,612,405 50
				£
				£
Totals			15224814	£ 7,612,407 00

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## 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				

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## 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

② 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

③ Total number of issued shares in this class

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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**

Class of share	Ordinary
Prescribed particulars ①	<p>The ordinary shares carry voting rights of one vote per share</p> <p>Holders of the ordinary shares are entitled to participate equally on a distribution of profits by dividend</p> <p>The holders of ordinary shares are entitled to participate equally on a distribution of capital whether by a winding up or otherwise</p> <p>The ordinary shares are not redeemable or liable to be redeemed</p>
Class of share	
Prescribed particulars ①	
Class of share	
Prescribed particulars ①	

**① Prescribed particulars of rights attached to shares**

The particulars are

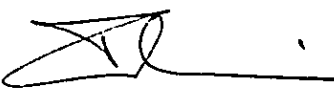
- a particulars of any voting rights, including rights that arise only in certain circumstances,
- b particulars of any rights, as respects dividends, to participate in a distribution,
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and
- 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

**8****Signature**

	I am signing this form on behalf of the company
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>

**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 Mark Morrell

Company name Brabners LLP

Address 55 King Street

Post town Manchester

County/Region

Postcode M 2 4 L Q

Country UK

DX 14431 Manchester 2

Telephone 0161 836 8800

**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 NR Belfast 1

**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

**Further information**

For further information please see the guidance notes on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk) 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.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

**REPORT OF THE INDEPENDENT VALUER TO SHELLPROOF PLC  
FOR THE PURPOSES OF SECTION 593(1) OF THE COMPANIES ACT  
2006**

To:

Shellproof plc (company number 08225727), 7 Cowley Street, London SW1P 3NB

We report on the value of the consideration for the allotment to Andrew Carl Vincent Weeber and Caroline Mary Weeber of 1,944,444 shares, having a nominal value of 50 pence each (and £972,222 in total), to be issued at a premium of 4 pence per share. The shares and share premium are to be treated as fully paid up

The consideration for the allotment to Andrew Carl Vincent Weeber and Caroline Mary Weeber is 19.86% of the proportion of the freehold land and property known as Gusbourne Estate, Kenardington Road, Ashford, Kent, TN26 2BE as included in the transfer to Shellproof Wines Limited, a wholly owned subsidiary of Shellproof Plc (for the avoidance of doubt this transfer excludes the 142.7 acres valued by Savills at £1.212m and retained by Andrew Carl Vincent Weeber)

**Basis of valuation**

The freehold property was valued on the basis of its open market value by Alan Plumb FRICS, Amanda Blythe-Smith MRICS and Abi Goodwin MRICS of Savills, all Fellows or Members of the Royal Institution of Chartered Surveyors on 14 March 2013.

**Opinion**

In our opinion:

- it is reasonable to accept the valuation made by Savills and given the nature of the property it is reasonable to apportion the value of the property on a pro-rata basis;
- the methods of valuation of the freehold property was reasonable in all the circumstances, and
- there appears to have been no material change in the value of the consideration since the date at which the valuation was made

On the basis of the valuation, in our opinion, the value of the total consideration is not less than the aggregate of the nominal value and share premium to be treated as paid up by the consideration



*Iain David Morris FCA  
for and on behalf of*

*Chavereys Chartered Accountants, Mall House, The Mall, Faversham, ME13 8JL*

*Date 13 August*

2013