

SH01

Return of allotment of shares



Companies House



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☒ **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 sub-
scription on formation of the company
or for an allotment of a new class of
shares by an unlimited company.

TUESDAY



A26

A707CVMB

20/02/2018

#123

COMPANIES HOUSE

1 Company details

Company number 08502378

Company name in full Liberty Brewing 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 d1 d5 m1 m2 y2 y0 y1 y7
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.

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
Pound Sterling	D Ordinary Shares	70,000	0.01	0.01	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				
Pound Sterling	A Ordinary Shares	1,843,647	18,436.47	
Pound Sterling	B Ordinary Shares	1,360,064	1.360064	
Pound Sterling	D Ordinary Shares	70,000	700.00	
Totals		3,273,711	19,137.830064	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

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

A Ordinary Shares

Prescribed particulars
①

See continuation sheet.

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

B Ordinary Shares

Prescribed particulars
①

See continuation sheet.

Class of share

D Ordinary Shares

Prescribed particulars
①

See continuation sheet.

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Signature

I am signing this form on behalf of the company.

Signature

Signature

X  X**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.

This form may be signed by:

Director ② Secretary, Person authorised ③, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

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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 M-00652291

Company name Shoosmiths LLP

Address Waterfront House

35 Station Street

Post town Nottingham

County/Region

Postcode N G 2 3 D Q

Country

Dx 101004 Nottingham 1

Telephone 03700 865000

**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	A Ordinary Shares	
Prescribed particulars	<p data-bbox="395 477 478 510">Income</p> <p data-bbox="395 533 1145 757">Subject to the Board recommending payment of the same, and Investor Consent, any profits of the Company available for distribution which the Company may determine to distribute in respect of any financial year shall be distributed as to 99.99% amongst the holders of the A Ordinary Shares and the B Ordinary Shares pro rata to the nominal values of such Shares held and as to 0.01% to the holders of the D Ordinary Shares and Deferred Shares pro rata to the nominal value of such shares held.</p> <p data-bbox="395 779 475 813">Capital</p> <p data-bbox="395 835 1145 969">On a return of capital on liquidation or capital reduction or otherwise the surplus assets of the Company remaining after the payment of its liabilities (including the Loan Notes issued by the Company unless otherwise agreed by an Investor Director) shall be applied in the following order:</p> <p data-bbox="395 992 1145 1081">(i) first, in paying £1.00 to the holders of Deferred Shares (as a class) which payment shall be made to any holder of Deferred Shares for the class as a whole;</p> <p data-bbox="395 1104 1145 1193">(ii) second, in paying to each holder of A Ordinary Shares, the B Ordinary Shares and D Ordinary Shares any dividends thereon which have been declared but are unpaid;</p> <p data-bbox="395 1216 1145 1462">(iii) third, in paying to the holders of the A Ordinary Shares, the B Ordinary Shares and the D Ordinary Shares a sum equal to the sum of the B Share Prices of all B Ordinary Shares in issue at the date of the return of assets to be distributed as to 0.01% to the holders of the A Ordinary Shares and the D Ordinary Shares pro rata according to the number of A Ordinary Shares and/or D Ordinary Shares held by them respectively and as to the balance to the holders of the B Ordinary Shares pro rata according to the number of B Ordinary Shares held by them respectively;</p> <p data-bbox="395 1485 1145 1731">(iv) fourth, in paying to the holders of the A Ordinary Shares, the B Ordinary Shares and the D Ordinary Shares a sum equal to £100 plus £2.50 multiplied by the number of A Ordinary Shares in issue at the date of the return of assets to be distributed as to 0.01% to the holders of the B Ordinary Shares and the D Ordinary Shares pro rata according to the number of B Ordinary Shares and/or D Ordinary Shares held by them respectively and as to the balance of the holders of the A Ordinary Shares pro rata according to the number of A Ordinary Shares held by them;</p> <p data-bbox="395 1753 1145 1865">(v) then, the balance of such assets shall be distributed amongst the holders of A Ordinary Shares, the B Ordinary Shares and the D Ordinary Shares on a pro rata basis according to the number such A Ordinary Shares, B Ordinary Shares and D Ordinary Shares held.</p> <p data-bbox="395 1888 475 1921">Voting</p> <p data-bbox="395 1910 1129 1944">Holders of the A Ordinary Shares are entitled to one vote per share.</p>	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	B Ordinary Shares	
Prescribed particulars	<p data-bbox="389 472 480 499">Income</p> <p data-bbox="389 533 1134 745">Subject to the Board recommending payment of the same, and Investor Consent, any profits of the Company available for distribution which the Company may determine to distribute in respect of any financial year shall be distributed as to 99.99% amongst the holders of the A Ordinary Shares and the B Ordinary Shares pro rata to the nominal values of such Shares held and as to 0.01% to the holders of the D Ordinary Shares and Deferred Shares pro rata to the nominal value of such shares held.</p> <p data-bbox="389 779 475 806">Capital</p> <p data-bbox="389 831 1134 965">On a return of capital on liquidation or capital reduction or otherwise the surplus assets of the Company remaining after the payment of its liabilities (including the Loan Notes issued by the Company unless otherwise agreed by an Investor Director) shall be applied in the following order:</p> <p data-bbox="389 992 1134 1070">(i) first, in paying £1.00 to the holders of Deferred Shares (as a class) which payment shall be made to any holder of Deferred Shares for the class as a whole;</p> <p data-bbox="389 1097 1134 1176">(ii) second, in paying to each holder of A Ordinary Shares, the B Ordinary Shares and D Ordinary Shares any dividends thereon which have been declared but are unpaid;</p> <p data-bbox="389 1202 1134 1449">(iii) third, in paying to the holders of the A Ordinary Shares, the B Ordinary Shares and the D Ordinary Shares a sum equal to the sum of the B Share Prices of all B Ordinary Shares in issue at the date of the return of assets to be distributed as to 0.01% to the holders of the A Ordinary Shares and the D Ordinary Shares pro rata according to the number of A Ordinary Shares and/or D Ordinary Shares held by them respectively and as to the balance to the holders of the B Ordinary Shares pro rata according to the number of B Ordinary Shares held by them respectively;</p> <p data-bbox="389 1476 1134 1722">(iv) fourth, in paying to the holders of the A Ordinary Shares, the B Ordinary Shares and the D Ordinary Shares a sum equal to £100 plus £2.50 multiplied by the number of A Ordinary Shares in issue at the date of the return of assets to be distributed as to 0.01% to the holders of the B Ordinary Shares and the D Ordinary Shares pro rata according to the number of B Ordinary Shares and/or D Ordinary Shares held by them respectively and as to the balance of the holders of the A Ordinary Shares pro rata according to the number of A Ordinary Shares held by them;</p> <p data-bbox="389 1749 1134 1850">(v) then, the balance of such assets shall be distributed amongst the holders of A Ordinary Shares, the B Ordinary Shares and the D Ordinary Shares on a pro rata basis according to the number such A Ordinary Shares, B Ordinary Shares and D Ordinary Shares held.</p> <p data-bbox="389 1877 475 1904">Voting</p> <p data-bbox="389 1906 1054 1933">The holders of the B Ordinary Shares are not entitled to vote.</p>	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	D Ordinary Shares	
Prescribed particulars	<p>Income</p> <p>Subject to the Board recommending payment of the same, and Investor Consent, any profits of the Company available for distribution which the Company may determine to distribute in respect of any financial year shall be distributed as to 99.99% amongst the holders of the A Ordinary Shares and the B Ordinary Shares pro rata to the nominal values of such Shares held and as to 0.01% to the holders of the D Ordinary Shares and Deferred Shares pro rata to the nominal value of such shares held.</p> <p>Capital</p> <p>On a return of capital on liquidation or capital reduction or otherwise the surplus assets of the Company remaining after the payment of its liabilities (including the Loan Notes issued by the Company unless otherwise agreed by an Investor Director) shall be applied in the following order:</p> <p>(i) first, in paying £1.00 to the holders of Deferred Shares (as a class) which payment shall be made to any holder of Deferred Shares for the class as a whole;</p> <p>(ii) second, in paying to each holder of A Ordinary Shares, the B Ordinary Shares and D Ordinary Shares any dividends thereon which have been declared but are unpaid;</p> <p>(iii) third, in paying to the holders of the A Ordinary Shares, the B Ordinary Shares and the D Ordinary Shares a sum equal to the sum of the B Share Prices of all B Ordinary Shares in issue at the date of the return of assets to be distributed as to 0.01% to the holders of the A Ordinary Shares and the D Ordinary Shares pro rata according to the number of A Ordinary Shares and/or D Ordinary Shares held by them respectively and as to the balance to the holders of the B Ordinary Shares pro rata according to the number of B Ordinary Shares held by them respectively;</p> <p>(iv) fourth, in paying to the holders of the A Ordinary Shares, the B Ordinary Shares and the D Ordinary Shares a sum equal to £100 plus £2.50 multiplied by the number of A Ordinary Shares in issue at the date of the return of assets to be distributed as to 0.01% to the holders of the B Ordinary Shares and the D Ordinary Shares pro rata according to the number of B Ordinary Shares and/or D Ordinary Shares held by them respectively and as to the balance of the holders of the A Ordinary Shares pro rata according to the number of A Ordinary Shares held by them;</p> <p>(v) then, the balance of such assets shall be distributed amongst the holders of A Ordinary Shares, the B Ordinary Shares and the D Ordinary Shares on a pro rata basis according to the number such A Ordinary Shares, B Ordinary Shares and D Ordinary Shares held.</p> <p>Voting</p> <p>The holders of the D Ordinary Shares are not entitled to vote.</p>	