

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

FRIDAY



A08 *A6CLCLA2* 11/08/2017 #360
COMPANIES HOUSE

1 Company details

Company number 1 0 7 5 1 8 4 9

Company name in full REGENCY DESIGN & PRINT HOLDINGS 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 d 0 8 m 0 8 y 2 0 y 1 7
To Date d 0 8 m 0 8 y 2 0 y 1 7

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 |
|-----------------------|--|------------------------------|--------------------------------|--|---|
| | SEE CONTINUATION PAGE | | | | |
| | | | | | |
| | | | | | |

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 | | | | |
| | SEE CONTINUATION PAGE | | | |
| | | | | |
| | | | | |
| Totals | | 0 | 0 | |

| | | | | |
|-------------------------|--|---|---|--|
| Currency table B | | | | |
| | | | | |
| | | | | |
| | | | | |
| Totals | | 0 | 0 | |

| | | | | |
|-------------------------|--|---|---|--|
| Currency table C | | | | |
| | | | | |
| | | | | |
| | | | | |
| Totals | | 0 | 0 | |

**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.

Class of share

B ORDINARY SHARES

Prescribed particulars
①

SEE CONTINUATION SHEET.

Class of share

C 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.

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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 Liz Mills (Ref: 23804916)

Company name Gateley Plc

Address Park View House

58 The Ropewalk

Post town Nottingham

County/Region

Postcode N G 1 5 D W

Country United Kingdom

DX 15491 Nottingham - 2

Telephone 0115 983 8200

**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 | REDEEMABLE PREFERENCE SHARES | |
| Prescribed particulars | <p>Income The Company shall pay to the holders of the redeemable preference shares a fixed dividend at the rate of 8% per annum of the aggregate amount that such shares were paid up (the Preference Dividend) such Preference Dividend to accrue on a daily basis from and including the date of adoption of the articles up to and including the date on which the redeemable preference shares are due for redemption (Redemption) and to be payable on a Sale (as defined in the articles) or a Redemption.</p> <p>Capital On a return of assets on a liquidation or capital reduction or similar, the assets of the Company remaining after the payment of its liabilities shall be distributed amongst the holders of the Shares in the following order of priority: 1.1 first, in paying to the holders of the Preference Shares an amount equal to the issue price on such shares together with any accrued but unpaid amount of the Preference Dividend (as defined in the articles); and 1.2 secondly, in paying to the holders of the Equity Shares, the balance of such assets, such assets to be distributed amongst the holders of the Equity Shares as if the same constituted one class of share in proportion to the number of Equity Shares held by them respectively. The proceeds of any Sale (as defined in the articles) of the Company shall be distributed amongst the holders of the Shares in the same priority as set out above as if the proceeds of such Sale represented all of the assets of the Company available for distribution to the holders.</p> <p>Voting The holders of the redeemable preference shares shall not be entitled to receive notice of and to attend, speak and vote at all general meetings of the Company.</p> <p>Non-Redeemable The redeemable preference shares are redeemable.</p> | |

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Statement of capital

Complete the table below to show the issued share capital.
Complete a separate table for each currency.

| 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 |
|--|--|------------------|--|---|
| £STERLING | A ORDINARY SHARES | 190000 | 1900.00 | |
| £STERLING | B ORDINARY SHARES | 47000 | 470.00 | |
| £STERLING | C ORDINARY SHARES | 105875 | 105875.00 | |
| £STERLING | REDEEMABLE PREFERENCE SHARES | 1588000 | 1588000.00 | |
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| | | | | |
| | | | | |
| | | | | |
| Totals | | 1930875 | 1696245.00 | 0.00 |

Shares allotted

2 Currency
If currency details are not completed we will assume currency is in pound sterling.

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| 5 | Statement of capital (prescribed particulars of rights attached to shares) | |
|------------------------|--|--|
| Class of share | A ORDINARY SHARES | |
| Prescribed particulars | <p>Income The Company may not distribute any of its remaining profits in respect of any financial year (after having paid the holders of the redeemable preference shares their entitlement to a fixed dividend) unless and until both the loan notes held by the investor and the loan notes held by the vendors have been repaid in full. Subject thereto, the remaining profits of the Company which the Company may resolve to distribute shall be distributed amongst the holders of the A ordinary shares, B ordinary shares and C ordinary shares (the Equity Shares) pari passu as if the Equity Shares constituted one class of share in proportion to the number of such Equity Shares held by them respectively. Any such dividend shall require the prior approval of the holders of the Equity Shares by special resolution and shall only be payable if the consent of the Investor Director is obtained.</p> <p>Capital On a return of assets on a liquidation or capital reduction or similar, the assets of the Company remaining after the payment of its liabilities shall be distributed amongst the holders of the Shares in the following order of priority: 1.1 first, in paying to the holders of the Preference Shares an amount equal to the issue price on such shares together with any accrued but unpaid amount of the Preference Dividend (as defined in the articles); and 1.2 secondly, in paying to the holders of the Equity Shares, the balance of such assets, such assets to be distributed amongst the holders of the Equity Shares as if the same constituted one class of share in proportion to the number of Equity Shares held by them respectively.</p> <p>The proceeds of any Sale (as defined in the articles) of the Company shall be distributed amongst the holders of the Shares in the same priority as set out above as if the proceeds of such Sale represented all of the assets of the Company available for distribution to the holders.</p> <p>Voting The A ordinary shares shall respectively confer on each holder thereof (in that capacity) the right to receive notice of and to attend, speak and vote at all general meetings of the Company.</p> <p>Non-Redeemable The A ordinary shares are non-redeemable.</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>Income The Company may not distribute any of its remaining profits in respect of any financial year (after having paid the holders of the redeemable preference shares their entitlement to a fixed dividend) unless and until both the loan notes held by the investor and the loan notes held by the vendors have been repaid in full. Subject thereto, the remaining profits of the Company which the Company may resolve to distribute shall be distributed amongst the holders of the A ordinary shares, B ordinary shares and C ordinary shares (the Equity Shares) pari passu as if the Equity Shares constituted one class of share in proportion to the number of such Equity Shares held by them respectively. Any such dividend shall require the prior approval of the holders of the Equity Shares by special resolution and shall only be payable if the consent of the Investor Director is obtained.</p> <p>Capital On a return of assets on a liquidation or capital reduction or similar, the assets of the Company remaining after the payment of its liabilities shall be distributed amongst the holders of the Shares in the following order of priority: 1.3 first, in paying to the holders of the Preference Shares an amount equal to the issue price on such shares together with any accrued but unpaid amount of the Preference Dividend (as defined in the articles); and 1.4 secondly, in paying to the holders of the Equity Shares, the balance of such assets, such assets to be distributed amongst the holders of the Equity Shares as if the same constituted one class of share in proportion to the number of Equity Shares held by them respectively. The proceeds of any Sale (as defined in the articles) of the Company shall be distributed amongst the holders of the Shares in the same priority as set out above as if the proceeds of such Sale represented all of the assets of the Company available for distribution to the holders.</p> <p>Voting The B ordinary shares shall respectively confer on each holder thereof (in that capacity) the right to receive notice of and to attend, speak and vote at all general meetings of the Company.</p> <p>Non-Redeemable The B ordinary shares are non-redeemable.</p> | |

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| 5 | Statement of capital (prescribed particulars of rights attached to shares) | |
|------------------------|--|--|
| Class of share | C ORDINARY SHARES | |
| Prescribed particulars | <p>Income The Company may not distribute any of its remaining profits in respect of any financial year (after having paid the holders of the redeemable preference shares their entitlement to a fixed dividend) unless and until both the loan notes held by the investor and the loan notes held by the vendors have been repaid in full. Subject thereto, the remaining profits of the Company which the Company may resolve to distribute shall be distributed amongst the holders of the A ordinary shares, B ordinary shares and C ordinary shares (the Equity Shares) pari passu as if the Equity Shares constituted one class of share in proportion to the number of such Equity Shares held by them respectively. Any such dividend shall require the prior approval of the holders of the Equity Shares by special resolution and shall only be payable if the consent of the Investor Director is obtained.</p> <p>Capital On a return of assets on a liquidation or capital reduction or similar, the assets of the Company remaining after the payment of its liabilities shall be distributed amongst the holders of the Shares in the following order of priority: 1.5 first, in paying to the holders of the Preference Shares an amount equal to the issue price on such shares together with any accrued but unpaid amount of the Preference Dividend (as defined in the articles); and 1.6 secondly, in paying to the holders of the Equity Shares, the balance of such assets, such assets to be distributed amongst the holders of the Equity Shares as if the same constituted one class of share in proportion to the number of Equity Shares held by them respectively.</p> <p>The proceeds of any Sale (as defined in the articles) of the Company shall be distributed amongst the holders of the Shares in the same priority as set out above as if the proceeds of such Sale represented all of the assets of the Company available for distribution to the holders.</p> <p>Voting The C ordinary shares shall respectively confer on each holder thereof (in that capacity) the right to receive notice of and to attend, speak and vote at all general meetings of the Company.</p> <p>Non-Redeemable The C ordinary shares are non-redeemable.</p> | |