

SH01

Return of allotment of shares



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FRIDAY



SCT
#178
S3CEUQ40
18/07/2014
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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 subs
on formation of the company or
for an allotment of a new class of
shares by an unlimited company.

1 Company details

Company number S C 0 0 4 5 8 5
Company name in full THE DUNDEE FOOTBALL CLUB 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 ¹

From Date 2 1 0 4 2 0 1 4
To Date

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.

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)	Amount (if any) unpaid (including share premium)
Ordinary	GBP	8,791,952	£0.0134	£117,988	Nil

If the allotted shares are fully or partly paid up otherwise than in cash, please
state the consideration for which the shares were allotted.

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
A Ordinary	£0.01		15,475,294	£ 154,752.94
Ordinary	£0.01		124,669,010	£ 1,246,690.10
				£
				£
Totals			140,144,304	£ 1,401,443.04

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 ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
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.

Total number of shares 140,144,304

Total aggregate nominal value ④ £1,401,443.04

⑤ Total aggregate nominal value
Please list total aggregate values in
different currencies separately. For
example: £100 + €100 + \$10 etc.

① Including both the nominal value and any
share premium.

② E.g. Number of shares issued multiplied by
nominal value of each share.

③ 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**.

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.

Class of share	Ordinary
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Prescribed particulars ①	<p>Shares rank equally for voting purposes. On a show of hands each member shall have one vote and on a poll each member shall have one vote per share held.</p> <p>Each share ranks equally for any dividend declared.</p> <p>Each share ranks equally for any distribution made on a winding up.</p> <p>The shares are not redeemable.</p>
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Class of share	A Ordinary
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Prescribed particulars ①	Please see continuation page 1 and 2
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Class of share	
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Prescribed particulars ①	
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Signature

I am signing this form on behalf of the company.

Signature	<p>Signature</p> <p>X  X</p>
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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

Company name **THORNTONS LAW LLP**

Address

Whitehall House

33 Yeaman Shore

Post town **Dundee**

County/Region

Postcode **D D 1 4 B J**

Country **Scotland**

DX **LP-1, DUNDEE**

Telephone **01382 229111**



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,
First Floor, Waterfront Plaza, 8 Laganbank Road,
Belfast, Northern Ireland, BT1 3BS.
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	A Ordinary	
Prescribed particulars	<p>6.5 The rights attached to a class of shares may, in the case of each class, be altered or abrogated (whether or not the Company is being wound up) only with the prior consent of the holders of the issued shares of that class given in accordance with Article 6.6.</p> <p>6.6 The consent of the holders of a class of shares may be given by:</p> <p>6.6.1 a special resolution passed at a separate general meeting of the holders of that class; or</p> <p>6.6.2 a written resolution in any form signed by or on behalf of the holders of not less than 75 per cent in nominal value of the issued shares of that class.</p> <p>6.7 The following will be deemed to constitute a variation of the rights attached to the "A" Ordinary Shares:</p> <p>6.7.1 the passing of any resolution to appoint a liquidator to the Company;</p> <p>6.7.2 the sale or transfer of the whole, or substantially the whole, of the business and assets of the Company;</p> <p>6.7.3 the making of a dividend or any form of distribution to the shareholders of the Company (including, without prejudice to the generality of the foregoing, any purchase or redemption by the Company of its shares);</p> <p>6.7.4 the approval of any transaction between the Company and its directors (or any person connected to the Directors) which requires to be authorised or approved by the shareholders of the Company under the Statutes (including, without prejudice to the generality of the foregoing, section 190 of the Companies Act 2006);</p> <p>6.7.5 the Company entering into any arrangements under which the First Team will habitually play its "home" games at a location other than the Stadium, except for temporary arrangements for a period not exceeding one year on health and safety grounds or due to the unavailability of the Stadium;</p> <p>6.7.6 any material change to the primary "home" colours of the First Team, or any material change to the badge appearing on any playing uniforms of the First Team;</p> <p>6.7.7 the Company entering into any arrangements under which any other professional or semi-professional football team habitually uses the Stadium to play its "home" games, except for temporary arrangements for a period not exceeding one year;</p> <p>6.7.8 any arrangements under which, for the purposes of any competition in which the First Team is entered, the First Team is considered to be amalgamated or merged with an equivalent team which is (or, prior to such arrangements, was) registered as a separate member of the Scottish Football Association and/or any other relevant body;</p> <p>6.7.9/...</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	A Ordinary	
Prescribed particulars	<p>6.7.9 the incurrence or accrual by the Company of Debt in excess of an aggregate amount at any time of £50,000, except for:</p> <ul style="list-style-type: none"> (i) hire or lease purchase, or any other form of asset finance, to effect the purchase of moveable assets; and (ii) any other debts or obligations incurred in the ordinary and proper course of business which will be paid within 12 months of being incurred; <p>6.7.10 any issue of any new shares or any variation of the issued share capital which adversely affects the rights attaching to the "A" Ordinary Shares (and, for the avoidance of doubt, the rights attaching to the "A" Ordinary Shares shall be deemed to be adversely affected by the creation of any class of share which ranks in priority to or pari passu with the rights attaching to the A Ordinary Shares) or the variation of any rights of any existing issued share having the same effect; and/or</p> <p>6.7.11 any variation (whether direct or indirect), substitution or deletion of the provisions of all or any part of Articles 6.3 to 6.7, Article 32 or Articles 79 to 83 inclusive.</p>	