

RP04

Second filing of a document previously delivered



✓ What this form is for

You can only use this form to file a second filing of a document delivered under the Companies Act 2006 on or after 1 October 2009 that held inaccuracies.

A second filing of a document must only be filed where it is providing corrected information that has been properly delivered but inaccuracies still appear on the register.

✗ What this form is NOT for

You cannot use this form to file a second filing of a document delivered under the Companies Act 1985 or the Companies (Northern Ireland) Order 1986 regardless of when delivered.

A second filing of a document cannot be filed where it is corrected information that was originally properly delivered. Form RP04 is used in these circumstances.

For further information, please refer to our guidance at www.gov.uk/companieshouse



SCT *S760TW00* #78
25/05/2018
COMPANIES HOUSE

1 Company details

Company number	S	C	1	9	2	3	3	4
Company name in full	SWANSTON FARM LIMITED							

► Filing in this form

Please complete in typescript or in bold black capitals.

All fields are mandatory unless specified or indicated by *

2 Applicable documents

This form **only** applies to the following forms:

- AP01 Appointment of director
- AP02 Appointment of corporate director
- AP03 Appointment of secretary
- AP04 Appointment of corporate secretary

- CH01 Change of director's details
- CH02 Change of corporate director's details
- CH03 Change of secretary's details
- CH04 Change of corporate secretary's details

- TM01 Termination of appointment of director
- TM02 Termination of appointment of secretary

- SH01 Return of allotment of shares

- AR01 Annual Return

- CS01 Confirmation statement (Parts 1-4 only)

- PSC01 Notice of individual person with significant control (PSC)
- PSC02 Notice of relevant legal entity (RLE) with significant control
- PSC03 Notice of other registrable person (ORP) with significant control
- PSC04 Change of details of individual person with significant control (PSC)
- PSC05 Change of details of relevant legal entity (RLE) with significant control
- PSC06 Change of details of other registrable person (ORP) with significant control
- PSC07 Notice of ceasing to be a person with significant control (PSC), relevant legal entity (RLE), or other registrable person (ORP)
- PSC08 Notification of PSC statements
- PSC09 Update to PSC statements



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3 Description of the original document

Document type

CONFIRMATION STATEMENT

Description of the original document

Please enter the document type (e.g. a Return of allotment of shares - SH01) and any distinguishing information if more than one document of that type was filed on the same day.

Date of registration of the original document

^d0 | ^d3 | | ^m0 | ^m1 | | ^y2 | ^y0 | ^y1 | ^y7

4 Section 243 or 790ZF Exemption

If you are applying for, or have been granted, exemption under section 243 or 790ZF of the Companies Act 2006 and the document(s) you are updating contain(s) your usual residential address, please post this form along with the updated document(s) to the address below:

The Registrar of Companies, PO Box 4082, Cardiff, CF14 3WE.

If you are currently in the process of applying for or have been granted a section 243 or 790ZF exemption, you may wish to check that you have not entered your usual residential address as the service address in the accompanying form (e.g. AP01 or CH01).

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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
JB/MAK/S.5980.047

Company name
Turcan Connell

Address
Princes Exchange

1 Earl Grey Street

Edinburgh

Post town

County/Region

Postcode
E H 3 9 E E

Country

DX
DX723300 - Edinburgh 43

Telephone
0131 228 8111

 **Checklist**

We may return 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 can only use this form to file a second filing of a document delivered to the Registrar of Companies under the Companies Act 2006 on or after 1 October 2009 that held inaccuracies.
- If you are updating a document where you have previously paid a fee, do not send a fee along with this form.
- You have enclosed the second filed document(s).
- If the company to which this document relates has signed up to the PROOF (PROtected Online Filing) scheme, you must also deliver with this form, and the second filed document(s), a PR03 form 'Consent for paper filing.'

 **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.

Section 243 or 790ZF exemption

If you are applying for or have been granted a section 243 or 790ZF exemption, please post this whole form to the different postal address below:

The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE.

 **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



B2

Prescribed particulars

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 B1**.

Class of share

ORDINARY SHARES

Prescribed particulars

As regards income:

In any financial year, the Available Profits of the Company shall be used to pay dividends as set out in the Articles.

The Company shall, without resolution of the Directors of the Company or the Company in general meeting, and before the application of any Available Profits to reserve or for any other purpose, pay the holders of the Preference Shares the Preferred Dividend. The Preferred Dividend shall be paid quarterly in arrears.

Once all the Preferred Dividends have been paid, any Available Profits remaining that the Company determines to distribute shall be distributed as follows:

Each dividend shall be distributed to the appropriate Shareholders pro rata according to the number of shares held by them respectively and shall accrue daily (assuming a 365-day year). All dividends are expressed net and shall be paid in cash.

If the Company is unable to pay the Preferred Dividend in full on the due date because there are insufficient Available Profits, it shall pay the Preferred Dividend on that date to the extent it is lawfully able to do so.

Unless the Company has insufficient Available Profits, the Preferred Dividend shall be paid immediately on the due date.

Such payment shall be made notwithstanding any provision of these Articles and in particular notwithstanding that there has not been a recommendation of the Directors or resolution of the Company in general meeting. If the Preferred Dividend is not paid on the due date, it shall immediately become a debt due by the Company and shall be payable in priority to any other dividend.

If the Company is in arrears in paying the Preferred Dividend, the first Available Profits arising shall be applied in the following order of priority:

first, in or towards paying off any arrears of Preferred Dividend; and

second, in or towards redeeming all Preference Shares that have not been redeemed on or by the due date for redemption in accordance with the Articles.

CONT/

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.



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Prescribed particulars

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 B1**.

Class of share

ORDINARY SHARES

Prescribed particulars

CONT/

As regards capital:

On a return of assets on liquidation, capital reduction or otherwise (other than a conversion, redemption or purchase of shares), the assets of the Company remaining after the payment of its liabilities shall (to the extent that the Company is lawfully able to do so) be applied in the following order of priority:

in repaying to the Preference Shareholders, the amounts paid up or credited as paid up on the Preference Shares held by them respectively, together with a sum equal to any arrears or accruals of the Preferred Dividend due on such shares, calculated down to and including the date of the return of capital, and if there is a shortfall of assets remaining to satisfy the entitlements of the Preference Shareholders in full, the proceeds shall be distributed to the Preference Shareholders in the Relevant Proportions;

in applying any remaining assets to repaying the Ordinary Shareholders the amounts paid up or credited as paid up on the Ordinary Shares and thereafter the balance of such assets shall be distributed among the Ordinary Shareholders in the Relevant Proportions.

As regards voting:

Each ordinary share carries full rights with respect to voting.

As regards redemption:

No Ordinary Share shall be redeemable.

Prescribed particulars of rights attached to shares

The particulars are:

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- 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.



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Prescribed particulars

	<p>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 B1.</p>	<p>Prescribed particulars of rights attached to shares</p>
<p>Class of share</p>	<p>PREFERENCE SHARES</p>	<p>The particulars are:</p>
<p>Prescribed particulars</p>	<p><u>As regards income:</u> In any financial year, the Available Profits of the Company shall be used to pay dividends as set out in the Articles. The Company shall, without resolution of the Directors of the Company or the Company in general meeting, and before the application of any Available Profits to reserve or for any other purpose, pay the holders of the Preference Shares the Preferred Dividend. The Preferred Dividend shall be paid quarterly in arrears. Once all the Preferred Dividends have been paid, any Available Profits remaining that the Company determines to distribute shall be distributed as follows: Each dividend shall be distributed to the appropriate Shareholders pro rata according to the number of shares held by them respectively and shall accrue daily (assuming a 365-day year). All dividends are expressed net and shall be paid in cash. If the Company is unable to pay the Preferred Dividend in full on the due date because there are insufficient Available Profits, it shall pay the Preferred Dividend on that date to the extent it is lawfully able to do so. Unless the Company has insufficient Available Profits, the Preferred Dividend shall be paid immediately on the due date. Such payment shall be made notwithstanding any provision of these Articles and in particular notwithstanding that there has not been a recommendation of the Directors or resolution of the Company in general meeting. If the Preferred Dividend is not paid on the due date, it shall immediately become a debt due by the Company and shall be payable in priority to any other dividend. If the Company is in arrears in paying the Preferred Dividend, the first Available Profits arising shall be applied in the following order of priority: first, in or towards paying off any arrears of Preferred Dividend; and second, in or towards redeeming all Preference Shares that have not been redeemed on or by the due date for redemption in accordance with the Articles. CONT/</p>	<p>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.</p> <p>A separate table must be used for each class of share.</p>



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<p>Class of share</p>	<p>PREFERENCE SHARES</p>	<p>The particulars are:</p>
<p>Prescribed particulars</p>	<p>CONT/</p> <p><u>As regards capital:</u></p> <p>On a return of assets on liquidation, capital reduction or otherwise (other than a conversion, redemption or purchase of shares), the assets of the Company remaining after the payment of its liabilities shall (to the extent that the Company is lawfully able to do so) be applied in the following order of priority:</p> <p>in repaying to the Preference Shareholders, the amounts paid up or credited as paid up on the Preference Shares held by them respectively, together with a sum equal to any arrears or accruals of the Preferred Dividend due on such shares, calculated down to and including the date of the return of capital, and if there is a shortfall of assets remaining to satisfy the entitlements of the Preference Shareholders in full, the proceeds shall be distributed to the Preference Shareholders in the Relevant Proportions;</p> <p>in applying any remaining assets to repaying the Ordinary Shareholders the amounts paid up or credited as paid up on the Ordinary Shares and thereafter the balance of such assets shall be distributed among the Ordinary Shareholders in the Relevant Proportions.</p> <p><u>As regards voting:</u></p> <p>the Preference Shareholders shall have no entitlement to vote or to be counted towards a quorum on any resolution concerning any business or assets of the Company.</p> <p>CONT/</p>	<p>a. particulars of any voting rights, including rights that arise only in certain circumstances;</p> <p>b. particulars of any rights, as respects dividends, to participate in a distribution;</p> <p>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</p> <p>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</p> <p>A separate table must be used for each class of share.</p>



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Prescribed particulars

	<p>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 B1.</p>	<p>Prescribed particulars of rights attached to shares</p>
<p>Class of share</p>	<p>Preference</p>	<p>The particulars are:</p>
<p>Prescribed particulars</p>	<p>CONT/</p> <p><u>As regards redemption:</u></p> <p>Subject to the Act, the Preference Shares shall be redeemed in full on or before 31 December 2018 by the relevant holder giving notice of the redemption to the Company or the Company giving notice of the redemption to the relevant holder ("Redemption Notice"). Those shares shall be redeemed immediately following receipt of the Redemption Notice by the Company or the relevant holder, as the case may be ("Redemption Date").</p> <p>On each Redemption Date, the Company shall pay the original subscription price on each Preference Share being redeemed. At the same time, it shall pay any arrears or accruals of the Preferred Dividend due on such shares, calculated down to and including the Redemption Date. In the absence of any direction to the contrary by the relevant Preference Shareholder(s), any amount paid on redemption of those shares shall relate first to the arrears and accruals of the Preferred Dividend. The Preferred Dividends on the redeemed shares shall stop accruing from the date on which the redemption amount is paid.</p> <p>On any Redemption Date the Company shall pay to each registered Preference Shareholder the amount payable in respect of such redemption. On receipt of that amount, each such Preference Shareholder shall surrender to the Company the certificate for the shares that are to be redeemed (or an indemnity in a form reasonably satisfactory to the Board in respect of any lost share certificate) to be cancelled. If any certificate (or indemnity) so surrendered includes any shares that are not redeemable at that time, the Company shall issue a new share certificate for the balance of the shares not redeemable to the holder.</p> <p>If, on the Redemption Date, the Company is prohibited from redeeming some or all of the Preference Shares then due to be redeemed, the Company shall redeem such number of Preference Shares as it is lawfully able to redeem. If there is more than one Preference Shareholder whose Preference Shares are due to be redeemed, those Preference Shares shall be redeemed in proportion as nearly as possible to their existing holdings of Preference Shares and the Company shall redeem the balance of those shares as soon as practicable. CONT/</p>	<p>a. particulars of any voting rights, including rights that arise only in certain circumstances;</p> <p>b. particulars of any rights, as respects dividends, to participate in a distribution;</p> <p>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</p> <p>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</p> <p>A separate table must be used for each class of share.</p>



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Prescribed particulars

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 B1**.

Class of share

PREFERENCE SHARES

Prescribed particulars

CONT/

For so long as the Company is prohibited from redeeming Preference Shares, and some or all of the Preference Shares have not been redeemed, the Preferred Dividend shall, notwithstanding the other provisions of these Articles, continue to accrue down to and including the date on which such shares are actually redeemed, and the Company shall not pay any dividend or otherwise make any distribution out of capital or otherwise decrease its Available Profits. If the Company fails to make any partial redemption of Preference Shares, then subsequent redemptions of Preference Shares shall be deemed to be of those Preference Shares that first became due for redemption.

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.



Shareholder information change

Only use this part to tell us of a change to shareholder information since the company last delivered this information.

If completed this part must be sent at the same time as your confirmation statement.

Not required for companies without share capital or DTR5 companies.

For further information, please refer to our guidance at www.gov.uk/companieshouse

D1

Shareholder information for a non-traded company

How is the list of shareholders enclosed. Please tick the appropriate box below:

The list of shareholders is enclosed on paper.

The list of shareholders is enclosed in another format.

Further shareholders

Please use a Shareholder information (for a non-traded company) continuation page if necessary.

Show any information that has changed for each person.

Please list the company shareholders in alphabetical order. Joint shareholders should be listed consecutively.

Shareholder's Name (Address not required)	Class of share	Shares held at confirmation date	Shares transferred (if appropriate)	
		Number of shares	Number of shares	Date of registration of transfer
ALASTAIR WEIR MCCLUNG	ORDINARY	501		/ /
COLIN ALEXANDER MCCLUNG	ORDINARY	342		/ /
AMANDA LOUISE MCCLUNG	ORDINARY	142		/ /
TEMPLE MAINS LIMITED PENSION SCHEME	PREFERENCE	1125737		/ /
				/ /
				/ /
				/ /
				/ /
				/ /