

# SH01

## Return of allotment of shares

**BLUEPRINT****2000**

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

**FRIDAY**

\*SQYS6Y6I\*

SCT 07/10/2011  
COMPANIES HOUSE

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### 1 Company details

Company number S C 3 4 0 6 3 4

Company name in full Nessco Group 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 <sup>1</sup>

From Date d 0 d 4 m 1 m 0 y 2 y 0 y 1 y 1  
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.

**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 <sup>2</sup>	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
C Ordinary	GBP	300,000	£1.00	£1.00	

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

Details of non-cash  
consideration.

If a PLC, please attach  
valuation report (if  
appropriate)

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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.

**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	£1.00	£0.00	360,000	£ 360,000.00
A Ordinary	£0.00	£1.00	62,765	£ 62,765.00
B Ordinary	£1.00	£0.00	440,000	£ 440,000.00
See Continuation Page				£
Totals				£

**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 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				

**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

Total aggregate  
nominal value ④

④ 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.

Please complete the table below to show any class of shares held in other currencies. Please complete a separate table for each currency.

① Including both the nominal value and any share premium.

② Total number of issued shares in this class.

③ E.g. Number of shares issued multiplied by nominal value of each share.

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## Return of allotment of shares

### 7 Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	A Ordinary Shares	
Prescribed particulars	<p>B Ordinary Shares have received the Issue Price and C Ordinary Shares have received C Share Value, the surplus remaining is paid to each holder of Equity Shares (being A Ordinary Shares and B Ordinary Shares) on a pro rata basis. Once the holders of A Ordinary and B Ordinary Shares have received the sum of £1,000,000, the holders of C Ordinary Shares shall be entitled to a payment of £1.00 per share held after which the balance of the assets shall be distributed amongst the holders of the Equity Shares pari passu.</p> <p>The A Ordinary Share confer no rights of redemption.</p> <p>"Issue Price" means the amount paid up or credited as paid up on the Shares concerned (including any premium on issue).</p> <p>"C Share Value" means C Share Value" means a sum equal to:</p> <p>(a) the Issue Price of the "C" Ordinary Shares (including any premium); plus</p> <p>(b) an amount equal to the result of the following formula calculated from the date of issue of the "C" Ordinary Shares up to the date of the Sale of Listing or the date of return of capital (each date inclusive) divided by the number of "C" Ordinary Shares in issue at the time of calculation:</p> <p><math>[0.10 \times \text{Issue Price}] \times \text{number of Rounded Years from the date of issue to the date of Sale or Listing or the date of return of capital (whether such return of capital is in respect of a liquidation or capital reduction or otherwise)}</math></p> <p>Where: Rounded Years shall mean the number of complete years following the date of issue rounded up to the end of the year in which the relevant Sale or Listing occurs.</p>	

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## Return of allotment of shares

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### Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	B Ordinary Shares	
Prescribed particulars	<p>A Ordinary Shares have received the Issue Price and C Ordinary Shares have received C Share Value, the surplus remaining is paid to each holder of Equity Shares on a pro rata basis. Once the holders of A Ordinary and B Ordinary Shares have received the sum of £1,000,000, the holders of C Ordinary Shares shall be entitled to a payment of £1.00 per share held after which the balance of the assets shall be distributed amongst the holders of the Equity Shares pari passu.</p> <p>The B Ordinary Share confer no rights of redemption.</p>	

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## Return of allotment of shares

### 7 Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	C Ordinary Shares	
Prescribed particulars	<p>Once the holders of A Ordinary and B Ordinary Shares have received the sum of £1,000,000, the holders of C Ordinary Shares shall be entitled to a payment of £1.00 per share held.</p> <p>The C Ordinary Share confer no rights of redemption.</p>	

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## Return of allotment of shares

### 7 Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	Preference Shares	
Prescribed particulars	<p>The holders of Preference Shares shall be entitled (provided that they have first given to the Company written notice to enfranchise such shares (an "Activation Notice")) to exercise as a class on a poll or any resolution at any general meeting of the Company three times the total number of votes attached to all shares of any other class if: the provider of any banking facilities provided to any member of the Group shall at any time have become entitled to declare the whole or any part of the facilities due and payable in advance of its stated maturity date as a result of any event of default in respect of or arising pursuant to any such banking facilities; or there shall at any time have occurred any material breach or non-observance by the Company (excluding any Investor Director or any holders of B Ordinary Shares) of any of the provisions of the Articles) or of the Investment Agreement of of the Loan Stock. The voting rights attached to the Preference Shares shall be exercisable at any time after any Event of Default shall have occurred (subject to the Activation Notice having been served).</p> <p>In respect of dividends, holders of Preference Shares rank ahead of holders of any other class of share. The Company shall pay to each holder of Preference Shares a cumulative net cash dividend at the rate of 10p per annum in respect of each Preference Share held ("Preference Dividend"). The Preference Dividend shall accrue from day to day from and including the date of issue of and down to and including the date on which any such Preference Shares is redeemed and shall be paid in arrears on 31 January and 31 July in each year and on an Exit Event save that the first payment shall be made on 31 January 2009 in respect of the period commencing on the date of the issue of such Preference Shares down to and including such date. Unless the Company is prohibited from paying dividends by the Companies Acts 1985 and 2006 (the "Acts"), the Preference Dividend shall be paid immediately on the due date and if not then paid shall be a debt due by the Company and be payable in priority to any later Preference Dividend. Where the Company is prohibited by the Acts from paying in full any Preference Dividend on any date specified as above, then in respect of any Preference Dividend which would otherwise require to be paid pursuant to the Articles on that date the</p>	

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## Return of allotment of shares

### 7 Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	Preference Shares
Prescribed particulars	<p>Company shall pay, on that date, to the holders of the Preference Shares on account of the Preference Dividend the maximum sum (if any) which can be, consistently with the Acts, be paid to the Company.</p> <p>Holders of Preference Shares are entitled to participate in a return of capital. They shall receive an amount equal to any arrear or accrual of dividend thereon down to the date of return of capital together with the Issue Price.</p> <p>The Company shall redeem all the Preference Shares in issue immediately prior to, and conditionally, upon the occurrence of: an Exit Event; (unless an Investor Majority otherwise agrees) the appointment of a receiver, manager or administrative receiver over all or any part of the assets of any member of the Group or the appointment of a liquidator or administrator (whether or not out of court) over any member of the Group. The Company shall pay on each of the Preference Shares so redeemed, as a debt to the Company, the sum equal to its Issue Price together with a sum equal to all arrears, deficiencies or accruals of the Preference Shares (whether earned or declared or not), calculated down to and including the redemption date.</p> <p>"Event of Default" means the occurrence of any event which entitles the holders of the Preference Shares to serve an Activation Notice under Article 3.4.2 (whether or not any such Activation Notice is in fact served as a consequence).</p> <p>"Exit Event" means the earlier to occur of: (a) the date and time at which an agreement referred to in the definition of "Sale" is completed; and (b) the date and time at which a Listing takes place.</p> <p>"Group" means the Company and all its subsidiaries and subsidiary undertakings for the time being and "member of the Group" shall be construed accordingly.</p> <p>"Investment Agreement" means any agreement relating to the Company and made between the Company and others and expressly stated to be an Investment Agreement for the purposes of these Articles, as any such Agreement is amended, waived, restated, modified or supplemented for the time to time.</p> <p>"Investor Majority" means the holder(s) of 75% or more in nominal value of the 'B' Ordinary Shares for the time being in issue.</p>



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### 7 Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	Preference Shares	
Prescribed particulars	<p>"Listing" means either: (a) the admission by the United Kingdom Listing Authority (or any other competent authority for the time being for the purposes of Part VI of the Financial Services and Markets Act 2000 ("FSMA") of all or any of the issued equity share capital of the Company to its Official List, and such admission becoming effective; or (b) the granting of permission by the London Stock Exchange for the introduction of all or any of the issued equity share capital of the Company to the Alternative Investment Market, and such permission becoming effective; or (c) any equivalent admission to, or permission to deal or trade on, any other Recognised Investment Exchange (as defined in section 285 of FSMA) becoming unconditionally effective in relation to all or any of the issued equity share capital of the Company.</p> <p>"Loan Stock" means the £4,959,900 secured loan stock of the Company constituted as to £2,447,431 by the trust deed of the Company executed on or around 2 June 2008 and as to £1,112,469 by a loan stock instrument by the Company executed on or around 2 June 2008 and the £962,500 secured loan stock of the Company constituted by a trust deed of the Company executed on or around 4 October 2011 ("Date of Adoption") and £437,500 secured loan stock of the Company constituted by a loan stock instrument of the Company executed on or around the Date of Adoption.</p> <p>"Sale" means the making of one or more agreements (whether conditional or not) for the disposal, transfer, purchase, subscription or renunciation of any part of the share capital of the Company giving rise to a change in control and for the purposes of this definition "disposal" shall mean a sale, transfer, assignment or other disposition whereby a person ceases to be the absolute beneficial owner of the share in question or voting rights attached thereto or an agreement to enter into such disposal or the grant of a right to compel entry into such an agreement.</p>	

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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.

Class of share	A Ordinary
Prescribed particulars ①	The holders of A Ordinary Shares have one vote per A Ordinary Share held, whether on a show of hands or on a poll. The A Ordinary Shares rank pari passu with the B Ordinary Shares behind the Preference Shares with regard to dividend. On a return of capital, the A Ordinary Shares rank behind the Preference Shares and pari passu with the B Ordinary Shares and C Ordinary Shares. Holders of A Ordinary Shares are entitled to receive the Issue Price of each share held and once the holders of
Class of share	B Ordinary
Prescribed particulars ①	The holders of B Ordinary Shares have one vote per B Ordinary Share held, whether on a show of hands or on a poll. The B Ordinary Shares rank pari passu with the A Ordinary Shares behind the Preference Shares with regard to dividend. On a return of capital, the B Ordinary Shares rank behind the Preference Shares and pari passu with the A Ordinary Shares and C Ordinary Shares. Holders of B Ordinary Shares are entitled to receive the Issue Price of each share held and once the holders of
Class of share	C Ordinary
Prescribed particulars ①	The holders of C Ordinary Shares do not have any voting or dividend rights. On a return of capital, the C Ordinary Shares rank behind the Preference Shares and pari passu with the A Ordinary Shares and B Ordinary Shares. Holders of C Ordinary Shares are entitled to receive the C Share Value of each share held and once the holder of A Ordinary Shares and B Ordinary Shares have received the Issue Price, the surplus remaining is paid to each holder of Equity Shares on a pro rata basis.

**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.

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**Signature**

I am signing this form on behalf of the company.

Signature

Signature

X  4th Oct 2011 X

This form may be signed by:

Director ②, Secretary, Person authorised ①, 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.

**① 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 NES/9/4/GBD/CMcK/RKS

Company name Paul & Williamson LLP

Address Union Plaza (6th Floor)

1 Union Wynd

Post town Aberdeen

County/Region

Postcode A B 1 0 1 D Q

Country Scotland

DX AB35

Telephone 01224 621621



**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,  
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.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)