

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.

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SATURDAY



SCT
"S3BZUEAJ"
12/07/2014
COMPANIES HOUSE

#108

information, please
guidance at
companieshouse.gov.uk

1 Company details

Company number S C 3 9 4 2 7 6

Company name in full JOHN FERGUS & CO 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 1 d 7 m 0 m 6 y 2 y 0 y 1 y 4
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.

Class of shares (E.g. Ordinary/Preference etc.)	Currency ²	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
A ordinary	£	3,635,000	£1	£1	£0
B ordinary	£	394,998	£1	£1	£0
convertible preferred ordinary	£	6,365,000	£1	£0	£1

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)

The B shares were allotted pursuant to an agreement dated 17 June 2014 in terms of which
certain indebtedness of the company was capitalised

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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	£1	£0	3,635,000	£ 3,635,000
B ordinary	£1	£0	395,000	£ 395,000
convertible preferred ordinary	£0	£1	6,365,000	£ 6,365,000
				£
Totals			10,395,000	£ 10,395,000

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	10,395,000
Total aggregate nominal value ④	£10,395,000

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 Total number of issued shares in this class.

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

Continuation Pages
Please use a Statement of Capital continuation page if necessary.

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7 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 Shares
Prescribed particulars ①	See Paper Apart
Class of share	B Shares
Prescribed particulars ①	See Paper Apart
Class of share	CONVERTIBLE PREFERRED ORDINARY
Prescribed particulars ①	See Paper Apart

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.

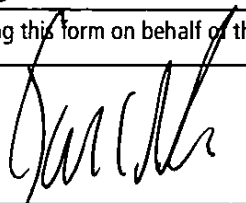
8 Signature

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 **Corporate Division**

Company name **MacRoberts LLP**

Address **Capella (10th Floor)**

60 York Street

Post town **Glasgow**

County/Region

Postcode **G 2 8 J X**

Country **UK**

DX **GW70**

Telephone **0141 303 1317**



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 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

Defined terms

"A Shares" means the A ordinary shares of £1 each in the capital of the company;

"B Shares" means the B ordinary shares of £1 each in the capital of the company;

"Preferred Shares" means the non-redeemable convertible preferred ordinary shares of £1 each in the capital of the company;

A Shares

Voting

Each share is entitled to one vote in any circumstances.

Dividends

The company shall, without need for a resolution of the directors, or the company in general meeting and before application of any Available Profits to reserves or for any other purpose, pay in respect of each Preferred Share a fixed preferential dividend at an annual rate of 3% of the subscription price actually paid per Preferred Share to the person registered as its holder on the due date. Thereafter any dividend declared shall be distributed among the holders of the A Shares and the B Shares (pari passu as if they constituted Shares of the same class) pro rata to their respective holdings of A Shares and B Shares.

Rights to return on winding up

On a return of assets (on liquidation or otherwise) the surplus assets of the Company remaining after the payment of its liabilities shall be applied as follows:

- a. first, in paying to the holders of the Preference Shares, as a class, an amount equal to the subscription price of the Preference Shares, together with a sum equal to any arrears and accruals of the Preferred Share; then
- b. second, any surplus assets shall be distributed amongst the holder or holders of the A Shares and B Shares, as nearly as practicable, in proportion to the aggregate nominal amount of such shares held by them, respectively.

B Shares

Voting

Each share is entitled to one vote in any circumstances.

Dividends

The company shall, without need for a resolution of the directors, or the company in general meeting and before application of any Available Profits to reserves or for any other purpose, pay in respect of each Preferred Share a fixed preferential dividend at an annual rate of 3% of the subscription price actually paid per Preferred Share to the person registered as its holder on the due date. Thereafter any dividend declared shall be distributed among the holders of the A Shares and the B Shares (pari passu as if they constituted Shares of the same class) pro rata to their respective holdings of A Shares and B Shares.

Rights to return on winding up

On a return of assets (on liquidation or otherwise) the surplus assets of the Company remaining after the payment of its liabilities shall be applied as follows:

- c. first, in paying to the holders of the Preference Shares, as a class, an amount equal to the subscription price of the Preference Shares, together with a sum equal to any arrears and accruals of the Preferred Share; then

- d. second, any surplus assets shall be distributed amongst the holder or holders of the A Shares and B Shares, as nearly as practicable, in proportion to the aggregate nominal amount of such shares held by them, respectively.

Convertible Preferred Ordinary Shares

Voting

Preferred shall not carry the right to receive notice of or to attend, speak or vote at any general meetings of the company.

Dividends

The company shall, without need for a resolution of the directors, or the company in general meeting and before application of any Available Profits to reserves or for any other purpose, pay in respect of each Preferred Share a fixed preferential dividend at an annual rate of 3% of the subscription price actually paid per Preferred Share to the person registered as its holder on the due date. Thereafter any dividend declared shall be distributed among the holders of the A Shares and the B Shares (pari passu as if they constituted Shares of the same class) pro rata to their respective holdings of A Shares and B Shares.

Rights to return on winding up

On a return of assets (on liquidation or otherwise) the surplus assets of the Company remaining after the payment of its liabilities shall be applied as follows:

- e. first, in paying to the holders of the Preference Shares, as a class, an amount equal to the subscription price of the Preference Shares, together with a sum equal to any arrears and accruals of the Preferred Share; then
- f. second, any surplus assets shall be distributed amongst the holder or holders of the A Shares and B Shares, as nearly as practicable, in proportion to the aggregate nominal amount of such shares held by them, respectively.