

SH01

Return of allotment of shares



You can use the WebFiling service to file this form online.
Please go to 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
notice of shares taken
on formation of the company
for an allotment of a
share by an unlimited
company.

WEDNESDAY



SCT

S2NHFWY9

18/12/2013

#171

COMPANIES HOUSE

base

v.uk

1 Company details

Company number S C 4 5 9 8 1 7

Company name in full SOUTER FT 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

From Date d 1 d 2 m 1 m 2 y 2 y 0 y 1 y 3
To Date d d m m y y y y

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.)

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
Preference	GBP	4,325,035	£1.00	£1.00	£0.00

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

Continuation page

Please use a continuation page if
necessary.

Details of non-cash
consideration.

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

SH01

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
Ordinary	£1.00	nil	704883	£ 704883.00
Preference	£1.00	nil	5195117	£ 5195117.00
				£
				£
Totals			5900000	£ 5900000.00

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.

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

② Total number of issued shares in this class.

Continuation Pages

Please use a Statement of Capital continuation
page if necessary.

SH01

Return of allotment of shares

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	Ordinary
Prescribed particulars ①	See continuation page
Class of share	Preference
Prescribed particulars ①	See continuation page
Class of share	
Prescribed particulars ①	

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	<div>Signature</div> <div>✕  ✕</div> <div>This form may be signed by: Director^②, Secretary, Person authorised^③, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.</div>
-----------	---

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.

SH01

Return of allotment of shares

**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

Tom Simmons

Company name

Dundas & Wilson CS LLP

Address

Saltire Court

20 Castle Terrace

Edinburgh

Post town

County/Region

Postcode

E H 1 2 E N

Country

DX

Telephone

0131 228 8000

**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 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

SH01 - continuation page

Return of allotment of shares



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

Class of share	Preference	
Prescribed particulars	<p><u>DEFINITIONS</u></p> <p>Articles means the articles of association of the Company.</p> <p>Company means Souter FT Holdings Limited.</p> <p>Preference Shares means the preference shares of £1.00 nominal value each in the capital of the Company from time to time.</p> <p>Ordinary Shares means the ordinary shares of £1.00 nominal value each in the capital of the Company from time to time.</p> <p><u>DIVIDEND</u></p> <p>The profits of the Company available for distribution shall be applied as follows:</p> <p>(a) first, at the option of the holders of the preference shares (the Option), in paying each holder of Preference Shares a variable preferential cumulative net cash dividend in each financial year of 3% per annum above the base rate of the Bank of England (as at the date of the last day of the financial year to which the dividend relates) on the amount paid up or credited as paid up on the Preference Shares held by him, accruing on a daily basis from and including the date of issue of such Preference Shares, and payable yearly on the date of the last day of the financial year to which the dividend relates (the preference dividend); and</p> <p>(b) thereafter, in paying any remaining distributable profits which the Company may determine to distribute in respect of the relevant financial year as a dividend to each holder of Ordinary Shares in proportion to the amount paid up or credited as paid up on the Ordinary Shares held by him, accruing on a daily basis.</p> <p>The Option must be exercised in writing and delivered to the company no less than 15 business days prior to the end of the relevant financial year.</p> <p>For the avoidance of doubt:</p> <p>(a) if the Option has not been exercised in respect of a particular financial year, a preference dividend shall not be payable in respect of that</p>	

SH01 - continuation page

Return of allotment of shares



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

Class of share	Preference	
Prescribed particulars	<p>financial year, of that financial year, but a dividend on the ordinary shares (as referred to in article 29.1.1(b)) may be paid if in accordance with these articles; and</p> <p>(b) if the Option has been exercised in respect of a particular financial year a preference dividend shall be payable in respect of that financial year if in accordance with these articles, and a dividend on the ordinary shares (as referred to in article 29.1.1(b)) may also be paid if in accordance with these articles;</p> <p>provided that, in each case, no dividend shall be declared or paid to the holders of ordinary shares in respect of any financial year unless and until the preference dividend (if applicable) has been paid in full in respect of that financial year and in respect of all previous financial years.</p> <p>Unless the Company has insufficient profits available for distribution and the Company is thereby prohibited by law from paying dividends, the preference dividend shall (notwithstanding any other provision of the Articles, and in particular notwithstanding that there has not been a recommendation of the directors or resolution of the Company in general meeting) 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 other dividend (notwithstanding that such dividends in law shall not be capable of being paid by the Company).</p> <p>Notwithstanding any other provision of the Articles, the payment of any dividend or other distribution by the Company shall be subject to the Companies Act 2006. Where the Company is precluded by the Companies Act 2006 from paying the preference dividend in full on the payment date specified in the Articles, the Company shall;</p> <p>(a) pay to the relevant holders of Preference Shares on that date the maximum part of the relevant dividend (if any) which can then be paid by the Company in accordance with the Companies Act 2006 and the Articles; and</p> <p>(b) pay the maximum amount of the preference dividends remaining unpaid which can be paid without contravening the Companies Act 2006 as soon as it can do so.</p>	

SH01 - continuation page

Return of allotment of shares



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

Class of share	Preference
Prescribed particulars	<p>No interest shall be paid on any arrears of the preference dividend.</p> <p><u>CAPITAL</u></p> <p>On a return of capital on liquidation or capital reduction or other return or distribution of capital or assets, any capital or assets of the Company which remain available for distribution after payment of the Company's liabilities (such liabilities including, without limitation, paying to each holder of Preference Shares all unpaid arrears, accruals and deficiencies of the preference dividend on the Preference Shares held by him calculated up to and including the date the return of capital is made (such arrears, accruals and deficiencies being payable irrespective of whether the relevant preference dividend has become due and payable in accordance with the Articles)) shall be applied as follows:</p> <p>(a) first, any such capital or assets shall be distributed to each holder of Preference Shares in proportion to the amount paid up or credited as paid up on the Preference Shares held by him; and</p> <p>(b) thereafter, the balance of any such capital or assets shall be distributed to each holder of Ordinary Shares in proportion to the amount paid up or credited as paid up on the Ordinary Shares held by him.</p> <p><u>VOTING</u></p> <p>The holders of the Preference Shares shall be entitled to receive notice of and to attend and speak but not vote at any general meeting of the Company.</p> <p><u>REDEMPTION</u></p> <p>Subject to the Companies Act 2006 and the Articles, the Company shall redeem such number of Preference Shares as the majority of holders of the Preference Shares may resolve from time to time. Such redemption shall take place on such date or dates as the Company and the holders of a majority of the Preference Shares may agree in writing or, failing such agreement, on the date which is 3 calendar months following the date on which the resolution is passed. The Preference Shares shall not otherwise be redeemable.</p>

SH01 - continuation page

Return of allotment of shares



7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	Preference	
Prescribed particulars	<p>Where there is more than one holder of Preference Shares or when some only of the Preference Shares are to be redeemed, the redemption shall be made amongst the holders of the Preference Shares pro rata (as nearly as may be) to their respective holdings of Preference Shares.</p> <p>On the date fixed for redemption, the Company shall pay the following amount in cash (after deduction of tax the Company is required to deduct by law) in respect of each Preference Share to be redeemed:</p> <p>(a) a sum equal to the amount paid up or credited as paid up on each Preference Share to be redeemed; and</p> <p>(b) all unpaid arrears, accruals and deficiencies of preference dividends on each Preference Share to be redeemed, calculated up to and including the date of redemption (such arrears, accruals and deficiencies being payable irrespective of (i) whether or not the Company has sufficient profits available for distribution, and (ii) whether or not they have become due and payable in accordance with the Articles).</p> <p>The total amount payable in respect of the Preference Shares to be redeemed comprises the redemption amount.</p> <p>The redemption amount shall be paid to (or to the order of) each holder of Preference Shares in respect of those Preference Shares which are to be redeemed against receipt of the relevant share certificate (or an indemnity in a form which is reasonably satisfactory to the board of directors of the Company in respect of a share certificate which cannot be produced). If a holder of Preference Shares produces neither the share certificate nor a satisfactory indemnity, the Company may retain the redemption amount due to that shareholder pending delivery of the certificate or a satisfactory indemnity.</p> <p>The Company shall cancel the share certificates in respect of the redeemed Preference Shares and shall issue fresh certificates without charge in respect of any Preference Shares which remain outstanding.</p> <p>On the date fixed for redemption, the redemption amount shall become a debt due and payable by the Company to the holders of the Preference Shares, whether or not the Company has sufficient profits</p>	

SH01 - continuation page

Return of allotment of shares



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

Class of share	Preference	
Prescribed particulars	<p>available for distribution or other requisite funds to pay the redemption amount.</p> <p>If the Company is unable to redeem any or all of the Preference Shares falling due for redemption on the relevant date for such redemption (whether by reason of the Companies Act 2006 or otherwise), the Company shall on the date fixed for redemption redeem as many of the relevant Preference Shares as can be lawfully redeemed and the balance of such Preference Shares as soon as it is permitted thereafter.</p> <p>With effect from the date fixed for redemption, the preference dividend shall cease to accrue on the Preference Shares to be redeemed unless, (despite presentation of the relevant share certificate or a satisfactory indemnity) the Company fails to pay the redemption amount in respect of the Preference Shares to be redeemed. In that case, the preference dividend shall continue to accrue (or be deemed to continue to accrue) on the Preference Shares in respect of which the redemption amount is outstanding.</p> <p>Notwithstanding any other provision of the Articles, the Company shall not pay any other dividend or make any other distribution unless and until the redemption amount is paid and the relevant Preference Shares are thereby redeemed. In the absence of any direction to the contrary by the holder(s) of the Preference Shares to be redeemed, any amount paid on the redemption of such Preference Shares shall relate first to the arrears, accruals and deficiencies of the preference dividend payable on them. If any redemption date would otherwise fall on a day which is not a business day, then the redemption date shall be the next date which is a business day.</p>	

SH01 - continuation page

Return of allotment of shares



7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	Ordinary	
Prescribed particulars	<p>DEFINITIONS</p> <p>Articles means the articles of association of the Company.</p> <p>Company means Souter FT Holdings Limited.</p> <p>Preference Shares means the preference shares of £1.00 nominal value each in the capital of the Company from time to time.</p> <p>Ordinary Shares means the ordinary shares of £1.00 nominal value each in the capital of the Company from time to time.</p> <p>DIVIDEND</p> <p>The profits of the Company available for distribution shall be applied as follows:</p> <p>(a) first, at the option of the holders of the preference shares (the Option), in paying each holder of Preference Shares a variable preferential cumulative net cash dividend in each financial year of 3% per annum above the base rate of the Bank of England (as at the date of the last day of the financial year to which the dividend relates) on the amount paid up or credited as paid up on the Preference Shares held by him, accruing on a daily basis from and including the date of issue of such Preference Shares, and payable yearly on the date of the last day of the financial year to which the dividend relates (the preference dividend); and</p> <p>(b) thereafter, in paying any remaining distributable profits which the Company may determine to distribute in respect of the relevant financial year as a dividend to each holder of Ordinary Shares in proportion to the amount paid up or credited as paid up on the Ordinary Shares held by him, accruing on a daily basis.</p> <p>For the avoidance of doubt:</p> <p>(a) if the Option has not been exercised in respect of a particular financial year, a preference dividend shall not be payable in respect of that financial year, but a dividend on the ordinary shares (as referred to in article 29.1.1(b)) may be paid if in accordance with these articles; and</p> <p>(b) if the Option has been exercised in respect of</p>	

SH01 - continuation page

Return of allotment of shares



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

Class of share	Ordinary	
Prescribed particulars	<p>a particular financial year a preference dividend shall be payable in respect of that financial year if in accordance with these articles, and a dividend on the ordinary shares (as referred to in article 29.1.1(b)) may also be paid if in accordance with these articles;</p> <p>provided that, in each case, no dividend shall be declared or paid to the holders of ordinary shares in respect of any financial year unless and until the preference dividend (if applicable) has been paid in full in respect of that financial year and in respect of all previous financial years. Notwithstanding any other provision of the Articles, the payment of any dividend or other distribution by the Company shall be subject to the Companies Act 2006.</p> <p><u>CAPITAL</u></p> <p>On a return of capital on liquidation or capital reduction or other return or distribution of capital or assets, any capital or assets of the Company which remain available for distribution after payment of the Company's liabilities (such liabilities including, without limitation, paying to each holder of Preference Shares all unpaid arrears, accruals and deficiencies of the preference dividend on the Preference Shares held by him calculated up to and including the date the return of capital is made (such arrears, accruals and deficiencies being payable irrespective of whether the relevant preference dividend has become due and payable in accordance with the Articles)) shall be applied as follows:</p> <p>(a) first, any such capital or assets shall be distributed to each holder of Preference Shares in proportion to the amount paid up or credited as paid up on the Preference Shares held by him; and</p> <p>(b) thereafter, the balance of any such capital or assets shall be distributed to each holder of Ordinary Shares in proportion to the amount paid up or credited as paid up on the Ordinary Shares held by him.</p> <p><u>VOTING</u></p> <p>The holders of the Ordinary Shares shall be entitled to receive notice of and to attend and speak at any general meeting of the Company and such holders who (being individuals) are present in</p>	

SH01 - continuation page

Return of allotment of shares



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

Class of share	Ordinary	
Prescribed particulars	<p>person or by proxy or (being a corporation) are present by duly authorised representatives or by proxy shall, on a show of hands, have one vote each, and on a poll shall have one vote each for every Ordinary Share held.</p> <p><u>REDEMPTION</u></p> <p>Cannot be redeemed.</p>	