



Companies House

**AR01** (ef)

**Annual Return**



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*Company Name:* **SOUTER FT HOLDINGS LIMITED**

*Company Number:* **SC459817**

*Date of this return:* **23/09/2014**

*SIC codes:* **64209**

*Company Type:* **Private company limited by shares**

*Situation of Registered Office:* **16 CHARLOTTE SQUARE  
EDINBURGH  
SCOTLAND  
EH2 4DF**

**Officers of the company**

## *Company Secretary 1*

*Type:* **Corporate**  
*Name:* **DM COMPANY SERVICES LIMITED**

*Registered or principal address:* **16 CHARLOTTE SQUARE  
EDINBURGH  
UNITED KINGDOM  
EH2 4DF**

## *European Economic Area (EEA) Company*

*Register Location:* **SCOTLAND**  
*Registration Number:* **SC091698**

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## *Company Director 1*

*Type:* **Person**  
*Full forename(s):* **JOHN**

*Surname:* **BERTHINUSSEN**

*Former names:*

*Service Address recorded as Company's registered office*

*Country/State Usually Resident:* **UNITED KINGDOM**

*Date of Birth:* **30/11/1980** *Nationality:* **BRITISH**  
*Occupation:* **NONE**

## *Company Director* 2

*Type:* **Person**  
*Full forename(s):* **MR CALUM GEOFFREY**

*Surname:* **CUSITER**

*Former names:*

*Service Address recorded as Company's registered office*

*Country/State Usually Resident:* **UNITED KINGDOM**

*Date of Birth:* **21/10/1980** *Nationality:* **BRITISH**

*Occupation:* **NONE**

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## *Company Director* 3

*Type:* **Person**  
*Full forename(s):* **MR ANDREW JAMES**

*Surname:* **MACFIE**

*Former names:*

*Service Address recorded as Company's registered office*

*Country/State Usually Resident:* **UNITED KINGDOM**

*Date of Birth:* **02/11/1956** *Nationality:* **BRITISH**

*Occupation:* **NONE**

## Statement of Capital (Share Capital)

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<b>Class of shares</b>	<b>ORDINARY</b>	<i>Number allotted</i>	<b>704883</b>
		<i>Aggregate nominal value</i>	<b>704883</b>
<i>Currency</i>	<b>GBP</b>	<i>Amount paid per share</i>	<b>1</b>
		<i>Amount unpaid per share</i>	<b>0</b>

### *Prescribed particulars*

A. VOTING RIGHTS THE VOTING RIGHTS ARE THOSE CONTAINED IN THE COMPANIES ACT 2006, NAMELY: ON A VOTE ON A WRITTEN RESOLUTION EVERY MEMBER HAS ONE VOTE FOR EVERY SHARE HELD. ON A VOTE ON A RESOLUTION ON A SHOW OF HANDS AT A MEETING, EVERY MEMBER PRESENT IN PERSON HAS ONE VOTE AND EVERY PROXY PRESENT WHO HAS BEEN DULY APPOINTED BY A MEMBER ENTITLED TO VOTE ON THE RESOLUTION HAS ONE VOTE, BUT IF A PROXY HAS BEEN DULY APPOINTED BY MORE THAN ONE MEMBER AND HAS BEEN INSTRUCTED BY ONE OR MORE MEMBERS TO VOTE FOR THE RESOLUTION AND BY ONE OR MORE MEMBERS TO VOTE AGAINST IT, THE PROXY HAS ONE FOR AND ONE VOTE AGAINST THE RESOLUTION. ON A VOTE ON A RESOLUTION ON A POLL TAKEN AT A MEETING, EVERY MEMBER HAS ONE VOTE IN RESPECT OF EACH SHARE HELD. B. DIVIDEND RIGHTS UNLESS A SHAREHOLDERS' RESOLUTION TO DECLARE OR DIRECTORS' DECISION TO PAY A DIVIDEND, OR THE TERMS ON WHICH SHARES ARE ISSUED, SPECIFY OTHERWISE, IT MUST BE PAID BY REFERENCE TO EACH SHAREHOLDER'S HOLDING OF SHARES ON THE DATE OF THE RESOLUTION OR DECISION TO DECLARE OR PAY IT. C. RIGHTS AS TO CAPITAL DISTRIBUTIONS CAPITALISED SUMS MUST BE APPLIED ON BEHALF OF THE PERSONS ENTITLED AND IN THE SAME PROPORTIONS AS A DIVIDEND WOULD HAVE BEEN DISTRIBUTED TO THEM. D. REDEMPTION RIGHTS THE SHARES ARE NOT REDEEMABLE.

<b>Class of shares</b>	<b>PREFERENCE</b>	<i>Number allotted</i>	<b>5195117</b>
		<i>Aggregate nominal value</i>	<b>5195117</b>
<i>Currency</i>	<b>GBP</b>	<i>Amount paid per share</i>	<b>1</b>
		<i>Amount unpaid per share</i>	<b>0</b>

*Prescribed particulars*

A. VOTING RIGHTS: THE HOLDERS OF THE PREFERENCE SHARES HAVE NO VOTING RIGHTS. B. RIGHTS AS TO DIVIDENDS: THE HOLDERS OF PREFERENCE SHARES HAVE THE OPTION OF A VARIABLE PREFERENTIAL CUMULATIVE NET CASH DIVIDEND IN EACH FINANCIAL YEAR OF 3% PER ANNUM ABOVE THE BANK OF ENGLAND BASE RATE (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. 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. C. RIGHTS AS TO CAPITAL DISTRIBUTIONS: CAPITALISED SUMS MUST BE APPLIED ON BEHALF OF THE PERSONS ENTITLED AND IN THE SAME PROPORTIONS AS A DIVIDEND WOULD HAVE BEEN DISTRIBUTED TO THEM. D. RIGHTS AS TO REDEMPTION: THE SHARES ARE REDEEMABLE AT THE OPTION OF THE HOLDERS OF SUCH SHARES. 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.

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**Statement of Capital (Totals)**

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<i>Currency</i>	<b>GBP</b>	<i>Total number of shares</i>	<b>5900000</b>
		<i>Total aggregate nominal value</i>	<b>5900000</b>

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## *Full Details of Shareholders*

The details below relate to individuals / corporate bodies that were shareholders as at 23/09/2014 or that had ceased to be shareholders since the made up date of the previous Annual Return

*A full list of shareholders for the company are shown below*

*Shareholding 1* : **0 ORDINARY (NIL PAID) shares held as at the date of this return**  
**1 shares transferred on 2013-10-22**

*Name:* **D.W. DIRECTOR 1 LIMITED**

*Shareholding 2* : **704883 ORDINARY shares held as at the date of this return**

*Name:* **THE SOUTER 2011 FAMILY TRUST**

*Shareholding 3* : **5195117 PREFERENCE shares held as at the date of this return**

*Name:* **THE SOUTER 2011 FAMILY TRUST**

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## *Authorisation*

*Authenticated*

*This form was authorised by one of the following:*

Director, Secretary, Person Authorised, Charity Commission Receiver and Manager, CIC Manager, Judicial Factor.