



SH01

Return of allotment of shares



Companies House



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TUESDAY



SCT *S8WMM4JD* 14/01/2020 #400
COMPANIES HOUSE

☒ 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 subscription on formation of the company for an allotment of a new class of shares by an unlimited company.

1 Company details

Company number S C 6 1 5 2 5 6
Company name in full WINDOW SUPPLY COMPANY LTD

→ 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 d₁ d₂ m₁ m₂ y₁ y₂
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.

Currency ②	Class of shares (E.g. Ordinary/Preference etc.)	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
GBP	A ORDINARY	51,311	0.01	13.057629	NIL

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)

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Statement of capital

Complete the table(s) below to show the issued share capital at the date to which this return is made up.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

Please use a Statement of Capital continuation page if necessary.

Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	Number of shares	Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value	Total aggregate amount unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium
Currency table A				
GBP	ORDINARY	100,000	1,000	
GBP	A ORDINARY	51,311	513.11	
Totals		151,311	1513.11	NIL

Currency table B				
Totals				

Currency table C				
Totals				

Totals (including continuation pages)

Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
151,311	1513.11	NIL

❶ Please list total aggregate values in different currencies separately.
For example: £100 + €100 + \$10 etc.

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5**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 share capital tables in Section 4.

Class of share

A ORDINARY

Prescribed particulars

①

SEE CONTINUATION PAGES.

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.

A separate table must be used for each class of share.

Continuation page

Please use a Statement of Capital continuation page if necessary.

Class of share

ORDINARY

Prescribed particulars

①

SEE CONTINUATION PAGES.

Class of share

Prescribed particulars

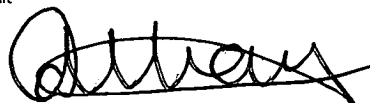
①

6**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 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.

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	ABERDEEN CORPORATE TEAM
Company name	CMS CAMERON MCKENNA
	NABARRO OLSWANG LLP
Address	6 QUEENS ROAD
Post town	ABERDEEN
County/Region	
Postcode	A B 1 5 4 Z T
Country	UNITED KINGDOM
DX	
Telephone	01224 622002



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 relevant 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.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

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	Definitions	
Prescribed particulars	<p>"A Ordinary Shares" means the A ordinary shares of £0.01 each in the capital of the Company.</p> <p>"Accounts" means the audited individual accounts of the Company or, if at the end of the relevant financial year the Company is a parent company and is not exempt from the requirement to produce group accounts, the audited group accounts of the Company and its subsidiary undertaking(s), for each financial year.</p> <p>"Bad Leaver" means, unless otherwise determined by the Board with Investor Consent, a Leaver whose reason for ceasing employment or appointment with the Company is either:</p> <ul style="list-style-type: none"> (a) that they voluntarily resign as an Employee other than as a result of mental or physical ill health provided that such ill health: (i) is not caused by or related to alcohol or drug dependency; and (ii) is determined by the Board (having sought independent medical opinion) as resulting in them being unable to perform all or substantially all of their duties as an Employee, or <p>that their employment or appointment is terminated by the Group due to circumstances which would entitle any Group Company to summarily dismiss him.</p> <p>"BGF Relevant Exit Amount" means (1.5 x BGF Investment Amount) minus BGF Return Amount, and shall never be less than £1.</p> <p>"Disposal" means the sale or other disposal (whether by one transaction or a series of related transactions) of:</p> <ul style="list-style-type: none"> (a) the whole or a substantial part of the business and assets of the Company; or (b) 50% or more of the issued share capital of any immediate Subsidiary or Subsidiaries to the extent that it or they comprise the whole or a substantial part of the business and assets of the Group. (c) <p>"Dividend Date" means the due date for payment of any instalment of the Long Term Dividend pursuant to Article 3.1.1(b) (Rights attaching to shares – income).</p>	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	Definitions (continued)	
Prescribed particulars	<p>"Enhanced Voting Event" means any occasion when:</p> <ul style="list-style-type: none"> (a) the Company and/or the directors of the Company are in breach of any of the provisions of clause 7 (Consents) and Part 3 of the Schedule (Consents) of the Investment Agreement; and/or (b) the Company fails to pay, within 10 Business Days of the date on which BGF notifies it in writing that it has failed to pay when due: <ul style="list-style-type: none"> (i) any interest pursuant to the terms of any BGF Loan Note Instrument and/or; (ii) any accrued Long Term Dividend; and/or (c) the Company fails to redeem, within 10 Business Days of the date on which BGF notifies it in writing that it has failed to redeem when due, any due and payable BGF Loan Notes issued pursuant to any BGF Loan Note Instrument; and/or (d) any of Ronald Hepburn, Duncan Murray or Martin Linden is no longer employed by the Group for any reason; and/or (e) any Group Company is in breach of any financial covenants provided to the Bank; and/or (f) the board of any Group Company is proposing a liquidation of that Group Company other than by way of a members voluntary liquidation. <p>"Equity Shares" means the Ordinary Shares and the A Ordinary Shares.</p> <p>"Exit Proceeds" means (i) the surplus assets and retained profits of the Company after payment of all liabilities and available for distribution to the members on a Return of Capital, or (ii) the proceeds of an Exit, in each case after payment of all amounts outstanding under the Loan Notes (if any), and payment of any Long Term Dividend to be made in accordance with Article 3.1.3(d) (Declaration and payment of dividends).</p> <p>"Good Leaver" means a Leaver who is not a Bad Leaver.</p> <p>"Independent Director" means a director appointed pursuant to Article 18.3 (The Investor Director and Independent Director).</p> <p>"Investor Consent" means the prior written consent of BGF.</p> <p>"Investor Director" means the director of the Company appointed by BGF under Article 18 (The Investor Director and Independent Director) or the Investment Agreement or his alternate.</p>	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	Definitions (continued)	
Prescribed particulars	<p>"Leaver" means:</p> <p>(a) an Employee who ceases to be so for whatever reason and does not continue to be an Employee by reason of his status in relation to any Group Company; or</p> <p>(b) a director appointed as an Independent Director (whether appointed as Chairman or not) who ceases to be so for whatever reason and does not continue to be the Chairman/Independent Director by reason of his status in relation to any Group Company.</p> <p>"Liquidation" means the liquidation, dissolution or winding-up of the Company pursuant to the making of a winding-up order by the court on the passing of a resolution by the members that the Company be wound up or dissolved (save for a solvent winding-up for the purpose of reconstruction or amalgamation previously approved by a resolution of the members with Investor Consent).</p> <p>"Long Term Dividend" a cumulative preferential net cash dividend in respect of each financial year from and including the financial year ending or current on 31 March 2026 and ending on the date an independent third party acquires all of the Equity Shares of a sum which is equal to the higher of: the Minimum Fixed Return and 10% of the Net Profits.</p> <p>"Minimum Fixed Return" means a sum which is equal to 10% of the amount Credited as Paid Up on the A Ordinary Shares.</p> <p>"Net Profits" means the profit on ordinary activities after taxation of the Company and its Subsidiaries (if any) calculated on the historical cost accounting basis and shown in the Accounts for the relevant financial year but adjusted by adding back any payment or provision which has been made for any dividend on any share capital of the Company or any of its Subsidiaries and any amortisation of goodwill.</p> <p>"Ordinary Shares" means the ordinary shares of £0.01 each in the capital of the Company.</p> <p>"Pre-New Money Valuation" means the result of multiplying the total number of Equity Shares in issue immediately prior to a Listing (excluding any new Ordinary Shares to be issued upon the Listing) by the Realisation Price.</p> <p>"Realisation Price" means the value of each Ordinary Share in issue immediately prior to a Listing (excluding any new Ordinary Shares to be issued upon the Listing), determined by reference to the price per share at which Ordinary Shares in the Company are to be offered for sale, placed or otherwise marketed pursuant to such Listing.</p>	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	A Ordinary shares	
Prescribed particulars	<p>a. Voting</p> <p>Subject to Articles 3.4.1(b) and 3.4.2, the holders of the Equity Shares shall have the right to receive notice of and attend and vote and speak at any general meeting of the Company and shall be entitled to vote on any written resolution of the Company. Save, in each case, as provided otherwise in the CA2006, each such holder present in person or by proxy or by representative shall be entitled on a show of hands to one vote and on a poll or written resolution to one vote for each Equity Share held by him. Subject to Articles 3.4.2 and 18.5 (The Investor Director and Independent Director), the voting rights conferred on the Equity Shares held by the holders of the A Ordinary Shares pursuant to Article 3.4.1(a) shall be restricted to the lower of 40% of the voting rights attaching to all shares and the number of votes allocated pursuant to Article 3.4.1(a).</p> <p>Enhanced Voting Rights</p> <p>If any Enhanced Voting Event occurs then BGF may serve written notice(s) on the Company of the Enhanced Voting Event requiring that from the date such notice is served until such notice has been withdrawn by BGF: (a) BGF's voting rights shall be increased to 51% of the voting rights attaching to the Company's shares; and/or (b) Article 17.2 be activated.</p> <p>b. Dividends</p> <p>The holders of A Ordinary Shares as a class shall be entitled to receive, in priority to the holders of the Ordinary Shares the Long Term Dividend. The Long Term Dividend shall be paid on the earlier of:</p> <ul style="list-style-type: none"> i) end of July in each year in respect of the financial year of the Company ending on 31 March of that year; or ii) 3 Business Days after the Accounts for the relevant financial year are approved by the Board, <p>provided that if, due to delays in the preparation of the Accounts, the Long Term Dividend cannot be calculated by the date it is due for payment there shall be paid forthwith (subject always to Article 3.1.3(c)) the Minimum Fixed Return. The next and (if appropriate) any subsequent Long Term Dividend shall be adjusted to take account of any underpayment in respect of the said Long Term Dividend which becomes apparent when the Accounts are available.</p>	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	A Ordinary shares	
Prescribed particulars	<p>If the Long Term Dividend needs to be calculated to a date part way through the Company's financial year it will be calculated according to the Net Profits earned in the relevant period by reference to the most relevant financial information available at that time.</p> <p>Subject to Investor Consent, the balance of any profits of the Company resolved to be distributed in any financial year or period shall be distributed amongst the holders of the Equity Shares pro rata according to the number of Equity Shares held.</p> <p>c. Capital</p> <p>Subject always to the provisions of Article 10.11 (Leavers' Offered Shares), on an Exit, the Exit Proceeds will be distributed in the following order and priority if such Exit Proceeds are equal to or less than the A Ordinary Threshold:</p> <ol style="list-style-type: none"> 1. A Ordinary Shares. Amount to be paid: BGF Relevant Exit Amount 2. Ordinary Shares. Amount to be paid: The balance of the Exit Proceeds <p>Except where Article 3.2.2 applies, on an Exit and subject always to the provisions of Article 10.11 (Leavers' Offered Shares) the Exit Proceeds will be distributed among the holders of the Equity Shares pro rata (as if the Equity Shares constituted one and the same class) to the Equity Shares held, provided always that where the application of this Article 3.2.3 would result in a higher amount payable to the A Ordinary Shares than the application of Article 3.2.2, this Article 3.2.3 shall be applied and Article 3.2.2 shall be disregarded.</p> <p>Any return on a particular class of shares will be made amongst their holders pro rata as nearly as possible to their respective holdings of shares of that class.</p> <p>Should a Listing occur, the Company shall issue to each holder of Equity Shares such number of Ordinary Shares (if any) as are required so that the proportion which the Equity Shares held by that holder bears to the issued Equity Shares (excluding any new Ordinary Shares to be issued upon the Listing) is equal to the proportion of the proceeds that the holder of Equity Shares would have received on a Sale at the Pre-New Money Valuation.</p> <p>d. Redemption</p> <p>The shares are not redeemable.</p>	

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Class of share	Ordinary shares	
Prescribed particulars	<p>a. Voting</p> <p>Subject to Articles 3.4.1(b) and 3.4.2, the holders of the Equity Shares shall have the right to receive notice of and attend and vote and speak at any general meeting of the Company and shall be entitled to vote on any written resolution of the Company. Save, in each case, as provided otherwise in the CA2006, each such holder present in person or by proxy or by representative shall be entitled on a show of hands to one vote and on a poll or written resolution to one vote for each Equity Share held by him. Subject to Articles 3.4.2 and 18.5 (The Investor Director and Independent Director), the voting rights conferred on the Equity Shares held by the holders of the A Ordinary Shares pursuant to Article 3.4.1(a) shall be restricted to the lower of 40% of the voting rights attaching to all shares and the number of votes allocated pursuant to Article 3.4.1(a).</p> <p>Enhanced Voting Rights</p> <p>If any Enhanced Voting Event occurs then BGF may serve written notice(s) on the Company of the Enhanced Voting Event requiring that from the date such notice is served until such notice has been withdrawn by BGF: (a) BGF's voting rights shall be increased to 51% of the voting rights attaching to the Company's shares; and/or (b) Article 17.2 be activated.</p> <p>b. Dividends</p> <p>The holders of A Ordinary Shares as a class shall be entitled to receive, in priority to the holders of the Ordinary Shares the Long Term Dividend. The Long Term Dividend shall be paid on the earlier of:</p> <ul style="list-style-type: none"> i) end of July in each year in respect of the financial year of the Company ending on 31 March of that year; or ii) 3 Business Days after the Accounts for the relevant financial year are approved by the Board, <p>provided that if, due to delays in the preparation of the Accounts, the Long Term Dividend cannot be calculated by the date it is due for payment there shall be paid forthwith (subject always to Article 3.1.3(c)) the Minimum Fixed Return. The next and (if appropriate) any subsequent Long Term Dividend shall be adjusted to take account of any underpayment in respect of the said Long Term Dividend which becomes apparent when the Accounts are available.</p>	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	Ordinary shares	
Prescribed particulars	<p>If the Long Term Dividend needs to be calculated to a date part way through the Company's financial year it will be calculated according to the Net Profits earned in the relevant period by reference to the most relevant financial information available at that time.</p> <p>Subject to Investor Consent, the balance of any profits of the Company resolved to be distributed in any financial year or period shall be distributed amongst the holders of the Equity Shares pro rata according to the number of Equity Shares held.</p> <p>c. Capital</p> <p>Subject always to the provisions of Article 10.11 (Leavers' Offered Shares), on an Exit, the Exit Proceeds will be distributed in the following order and priority if such Exit Proceeds are equal to or less than the A Ordinary Threshold:</p> <ol style="list-style-type: none"> 1. A Ordinary Shares. Amount to be paid: BGF Relevant Exit Amount 2. Ordinary Shares. Amount to be paid: The balance of the Exit Proceeds <p>Except where Article 3.2.2 applies, on an Exit and subject always to the provisions of Article 10.11 (Leavers' Offered Shares) the Exit Proceeds will be distributed among the holders of the Equity Shares pro rata (as if the Equity Shares constituted one and the same class) to the Equity Shares held, provided always that where the application of this Article 3.2.3 would result in a higher amount payable to the A Ordinary Shares than the application of Article 3.2.2, this Article 3.2.3 shall be applied and Article 3.2.2 shall be disregarded.</p> <p>Any return on a particular class of shares will be made amongst their holders pro rata as nearly as possible to their respective holdings of shares of that class.</p> <p>Should a Listing occur, the Company shall issue to each holder of Equity Shares such number of Ordinary Shares (if any) as are required so that the proportion which the Equity Shares held by that holder bears to the issued Equity Shares (excluding any new Ordinary Shares to be issued upon the Listing) is equal to the proportion of the proceeds that the holder of Equity Shares would have received on a Sale at the Pre-New Money Valuation.</p> <p>d. Redemption</p> <p>The shares are not redeemable.</p>	