

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 form to
give notice of shares taken by s
on formation of the compa
for an allotment of a new cl
shares by an unlimited con

TUESDAY



A4IVMEEA
A05 27/10/2015 #197
COMPANIES HOUSE

1 Company details

Company number

Company name in full

→ **Filing 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

To Date

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
Please see continuation					
page					

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 shares were allotted in consideration for the purchase of the entire
issued share capital of Figgs Topco Limited (registered number 9332766)

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 (Eg 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
Please 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 (Eg 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 (Eg 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		③ Total aggregate nominal value Please list total aggregate values in different currencies separately. For example £100 + €100 + \$10 etc.
Total number of shares	60340386	
Total aggregate nominal value ③	482717910.48	

- 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

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

Please see continuation page

Prescribed particulars

1

Class of share

Prescribed particulars

1

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

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

SH01 - continuation page

Return of allotment of shares

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

Class of share	A Preference Shares
Prescribed particulars	<p data-bbox="328 427 456 456"><u>Dividends</u></p> <p data-bbox="328 456 1110 640">The A Preference Shares confer upon the holders thereof (as a class) the right to receive on each A Preference Share, in priority to any payment by way of dividend to the holders of any other shares in the capital of the Company, a fixed cumulative preferential dividend at the rate of 12% per annum on the Subscription Price of each A Preference Share</p> <p data-bbox="328 667 608 696"><u>Rights on winding up</u></p> <p data-bbox="328 696 1121 1111">Subject to the articles, the A Preference Shareholders are entitled to a sum equal to the Subscription Price on each A Preference Share held by them, together with a sum equal to any accrued and/or unpaid A Preference Dividend(s) calculated down to and including the date of return of capital, and payable irrespective of whether or not the Company has enough Available Profits to pay the accrued and/or unpaid A Preference Dividend(s), as at the relevant date, provided that if there are insufficient assets for such payment in full, any amount available for distribution shall be paid to the A Preference Shareholders pro rata to the number of A Preference Shares held by them</p> <p data-bbox="328 1137 531 1167"><u>Voting rights</u></p> <p data-bbox="328 1167 1102 1227">The A Preference Shares do not entitle the holders thereof to any votes</p> <p data-bbox="328 1254 592 1283"><u>Redemption rights</u></p> <p data-bbox="328 1283 1121 1496">The Company may (unless directed to the contrary by an Investor Director) redeem all of the A Preference Shares that are then in issue, immediately before a Sale, an Asset Sale or a Listing. The Company may also at any time with Investor Consent redeem some or all of the A Preference Shares that are then outstanding</p>

SH01 - continuation page

Return of allotment of shares

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

Class of share	B Preference Shares	
Prescribed particulars	<p data-bbox="323 434 451 461"><u>Dividends</u></p> <p data-bbox="323 461 1107 539">The B Preference Shares do not confer on the holders thereof any right of participation in the profits of the Company</p> <p data-bbox="323 568 608 595"><u>Rights on winding up</u></p> <p data-bbox="323 595 1107 808">After payment has been made to holders of A Preference Shares, the B Preference Shareholders are entitled to a sum equal to the Subscription Price on each B Preference Share, provided that if there are insufficient assets for such payment in full, any amount available for distribution shall be paid to the B Preference Shareholders pro rata to the number of B Preference Shares held by them</p> <p data-bbox="323 837 512 864"><u>Voting rights</u></p> <p data-bbox="323 864 1023 916">The B Preference Shares do not entitle the holders thereof to any votes</p> <p data-bbox="323 945 564 972"><u>Redemption rights</u></p> <p data-bbox="323 972 1094 1050">The B Preference Shares are not redeemable or liable to be redeemed at the option of the Company or the Shareholder</p>	

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

Class of share	Deferred Shares	
Prescribed particulars	<p><u>Voting rights</u> The Deferred Shares have no voting rights</p> <p><u>Dividend rights</u> The Deferred Shares shall not confer on the holders thereof any right of participation in the profits of the Company</p> <p><u>Rights on winding up</u> After payments have been made to the holders of A Preference Shares, B Preference Shares, A Ordinary Shares and B Ordinary Shares, any balance is to be distributed amongst the holders of the Deferred Shares (pro-rata to the number of such shares held) until an amount equal in aggregate to the nominal value of such shares has been so distributed</p> <p><u>Redemption rights</u> The Deferred Shares are not redeemable or liable to be redeemed at the option of the Company or the Shareholder</p>	

SH01 - continuation page

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><u>Dividends</u> Subject to the dividend rights of the A Preference Shares, to the extent that the Company determines that there are further Available Profits for distribution, then the Board may recommend, with prior Investor Consent, that any or all of the balance of such Available Profits shall be distributed among the holders of A Ordinary Shares and B Ordinary Shares by way of dividend</p> <p><u>Rights on winding up</u> After payments have been made to the holders of A Preference Shares and B Preference Shares, the A Ordinary Shareholders are entitled to a sum equal to the Subscription Price on each A Ordinary Share, provided that if there are insufficient assets for such payment in full, any amount available for distribution shall be paid to the A Ordinary Shareholders pro rata to the number of A Ordinary Shares held by them</p> <p><u>Voting rights</u> Every Shareholder who holds one or more A Ordinary Share(s) shall have one vote for each A Ordinary Share held by him</p> <p><u>Redemption rights</u> The A Ordinary Shares are not redeemable or liable to be redeemed at the option of the Company or the shareholder</p>

SH01 - continuation page

Return of allotment of shares

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

Class of share	B1 Ordinary Shares
Prescribed particulars	<p><u>Dividends</u> Subject to the rights of the A Preference Shares, to the extent that the Company determines that there are further Available Profits for distribution, then the Board may recommend, with prior Investor Consent, that any or all of the balance of such Available Profits shall be distributed among the holders of A Ordinary Shares and B Ordinary Shares by way of dividend</p> <p><u>Rights on winding up</u> After payments have been made to holders of A Preference Shares, B Preference Shares and A Ordinary Shares, the B Ordinary Shareholders are entitled to a sum equal to the Subscription Price on each B Ordinary Share, provided that, if there are insufficient assets for such payment in full, any amount available for distribution shall be paid to the B Ordinary Shareholders pro rata to the number of B Ordinary Shares held by them</p> <p><u>Voting rights</u> The B1 Ordinary Shares as a class shall confer on the holders thereof in their capacity as such (whether present in person, by proxy or by corporate representative), such number of votes as, if all cast and assuming the votes attached to all of the A Ordinary Shares, the B2 Ordinary Shares, the B3 Ordinary Shares, the B4 Ordinary Shares and any other Shares carrying voting rights were cast, would result in the votes conferred by the B1 Ordinary Shares representing in aggregate 5% of the total votes, such votes being distributed amongst the holders of B1 Ordinary Shares pro rata to the number of B1 Ordinary Shares held by them</p> <p><u>Redemption rights</u> The B1 Ordinary Shares are not redeemable or liable to be redeemed at the option of the Company or the Shareholder</p>

SH01 - continuation page

Return of allotment of shares

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

Class of share	B2 Ordinary Shares	
Prescribed particulars	<p><u>Dividends</u> Subject to the dividend rights of the A Preference Shares, to the extent that the Company determines that there are further Available Profits for distribution, then the Board may recommend, with prior Investor Consent, that any or all of the balance of such Available Profits shall be distributed among the holders of A Ordinary Shares and B Ordinary Shares by way of dividend</p> <p><u>Rights on winding up</u> After payments have been made to holders of A Preference Shares, B Preference Shares and A Ordinary Shares, the B Ordinary Shareholders are entitled to a sum equal to the Subscription Price on each B Ordinary Share, provided that, if there are insufficient assets for such payment in full, any amount available for distribution shall be paid to the B Ordinary Shareholders pro rata to the number of B Ordinary Shares held by them</p> <p><u>Voting rights</u> The B2 Ordinary Shares as a class shall confer on the holders thereof in their capacity as such (whether present in person, by proxy or by corporate representative), such number of votes as, if all cast and assuming the votes attached to all of the A Ordinary Shares, the B1 Ordinary Shares, the B3 Ordinary Shares, the B4 Ordinary Shares and any other Shares carrying voting rights were cast, would result in the votes conferred by the B2 Ordinary Shares representing in aggregate 5% of the total votes, such votes being distributed amongst the holders of B2 Ordinary Shares pro rata to the number of B2 Ordinary Shares held by them</p> <p><u>Redemption rights</u> The B2 Ordinary Shares are not redeemable or liable to be redeemed at the option of the Company or the Shareholder</p>	

SH01 - continuation page

Return of allotment of shares

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

Class of share	B3 Ordinary Shares	
Prescribed particulars	<p><u>Dividends</u> Subject to the dividend rights of the A Preference Shares, to the extent that the Company determines that there are further Available Profits for distribution, then the Board may recommend, with prior Investor Consent, that any or all of the balance of such Available Profits shall be distributed among the holders of A Ordinary Shares and B Ordinary Shares by way of dividend</p> <p><u>Rights on winding up</u> After payment has been made to holders of A Preference Shares, B Preference Shares and A Ordinary Shares, the B Ordinary Shareholders are entitled to a sum equal to the Subscription Price on each B Ordinary Share, provided that, if there are insufficient assets for such payment in full, any amount available for distribution shall be paid to the B Ordinary Shareholders pro rata to the number of B Ordinary Shares held by them</p> <p><u>Voting rights</u> The B3 Ordinary Shares as a class shall confer on the holders thereof in their capacity as such (whether present in person, by proxy or by corporate representative), such number of votes as, if all cast and assuming the votes attached to all of the A Ordinary Shares, the B1 Ordinary Shares, the B2 Ordinary Shares, the B4 Ordinary Shares and any other Shares carrying voting rights were cast, would result in the votes conferred by the B3 Ordinary Shares representing in aggregate 5% of the total votes, such votes being distributed amongst the holders of B3 Ordinary Shares pro rata to the number of B3 Ordinary Shares held by them</p> <p><u>Redemption rights</u> The B3 Ordinary Shares are not redeemable or liable to be redeemed at the option of the Company or the Shareholder</p>	

SH01 - continuation page

Return of allotment of shares

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

Class of share	B4 Ordinary Shares
Prescribed particulars	<p data-bbox="328 427 472 454"><u>Dividends</u></p> <p data-bbox="328 461 1106 696">Subject to the dividend rights of the A Preference Shares, to the extent that the Company determines that there are further Available Profits for distribution, then the Board may recommend, with prior Investor Consent, that any or all of the balance of such Available Profits shall be distributed among the holders of A Ordinary Shares and B Ordinary Shares by way of dividend</p> <p data-bbox="328 730 643 757"><u>Rights on winding up</u></p> <p data-bbox="328 763 1126 1021">After payments have been made to holders of the A Preference Shares, B Preference Shares and A Ordinary Shares, the B Ordinary Shareholders are entitled to a sum equal to the Subscription Price on each B Ordinary Share, provided that, if there are insufficient assets for such payment in full, any amount available for distribution shall be paid to the B Ordinary Shareholders pro rata to the number of B Ordinary Shares held by them</p> <p data-bbox="328 1055 536 1081"><u>Voting rights</u></p> <p data-bbox="328 1088 1118 1469">The B4 Ordinary Shares as a class shall confer on the holders thereof in their capacity as such (whether present in person, by proxy or by corporate representative), such number of votes as, if all cast and assuming the votes attached to all of the A Ordinary Shares, the B1 Ordinary Shares, the B2 Ordinary Shares, the B3 Ordinary Shares and any other Shares carrying voting rights were cast, would result in the votes conferred by the B4 Ordinary Shares representing in aggregate 5% of the total votes, such votes being distributed amongst the holders of B4 Ordinary Shares pro rata to the number of B4 Ordinary Shares held by them</p> <p data-bbox="328 1503 600 1529"><u>Redemption rights</u></p> <p data-bbox="328 1536 1126 1603">The B4 Ordinary Shares are not redeemable or liable to be redeemed at the option of the Company or the Shareholder</p>

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 **Catriona Chau**

Company name
Allen & Overy LLP

Address **One Bishops Square**

Post town **London**

County/Region

Postcode **E 1 6 A D**

Country **United Kingdom**

DX **73**

Telephone **020 3088 4334**

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