

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 subscription of the company or for an allotment of a new class of shares by an unlimited company

MONDAY



LD2 *L37RF8R3*
12/05/2014 #34
COMPANIES HOUSE

Filing in this form
Please complete in typescript or in bold black capitals
All fields are mandatory unless specified or indicated by *

1 Company details

Company number: 0 5 7 0 2 8 6 6

Company name in full: GS EUROPEAN INVESTMENT GROUP II LTD

2 Allotment dates

From Date: 0 1 / 0 5 / 2 0 1 4

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
EUR REDEEMABLE	EUR	273,599,611	EUR1	EUR1 068632599	0

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)

N/A

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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
GBP ORDINARY	GBP1	0	1	£ 1
GBP REDEEMABLE	GBP1	0	19,610	£ 19,610
				£
				£
Totals			19,611	£ 19,611

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	EURO (Please see continuation)			
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	US DOLLARS			
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
USD REDEEMABLE	USD1	0	59,294	USD59,294
Totals			59,294	USD59,294

6 Statement of capital (Totals)

Please give the total number of shares and total aggregate nominal value of issued share capital		4 Total aggregate nominal value Please list total aggregate values in different currencies separately. For example £100 + €100 + \$10 etc
Total number of shares	701,613,737	
Total aggregate nominal value ⁴	GBP19,611 + EUR701,534,832 + USD59,294	

¹ Including both the nominal value and any share premium

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

² Total number of issued shares in this class



Statement of capital

Please complete the table below to show any class of shares held in other currencies. Please complete a separate table for each currency.

Currency	EURO			
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
EUR REDEEMABLE	EUR1	0	275,201,366	EUR275,201,366
EUR REDEEMABLE	EUR1 068632599	0	273,599,611	EUR273,599,611
EUR ORDINARY	EUR207 159435	0	1,209,498	EUR1,209,498
EUR ORDINARY	EUR1	0	151,524,357	EUR151,524,357
Totals			701,534,832	EUR701,534,832

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

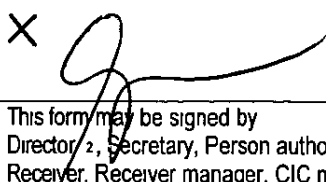
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7 Statement of capital (Prescribed particulars of rights attached to shares)

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		<p>1 Prescribed particulars of rights attached to shares</p> <p>The particulars are</p> <ul style="list-style-type: none"> 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 <p>A separate table must be used for each class of share</p> <p>Continuation page Please use a Statement of Capital continuation page if necessary</p>
Class of share	GBP ORDINARY	
Prescribed particulars 1	The GBP Ordinary shares have full rights in respect of voting The GBP Ordinary shares have full rights in respect of income distribution The GBP Ordinary shares have full rights in respect of capital distribution (including on a winding up) The GBP Ordinary shares are not redeemable	
Class of share	GBP REDEEMABLE	
Prescribed particulars 1	The GBP Redeemable shares have full rights in respect of voting The GBP Redeemable shares have full rights in respect of income distribution The GBP Redeemable shares have full rights in respect of capital distribution (including on a winding up) The GBP Redeemable shares are redeemable at the option of the company by giving notice to the holder of the shares. There shall be paid on each GBP Redeemable share redeemed the amount paid up thereon	
Class of share	EUR ORDINARY	
Prescribed particulars 1	The EUR Ordinary shares have full rights in respect of voting The EUR Ordinary shares have full rights in respect of income distribution The EUR Ordinary shares have full rights in respect of capital distribution (including on a winding up) The EUR Ordinary shares are not redeemable	

8 Signature

I am signing this form on behalf of the company		<p>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</p> <p>3 Person authorised Under either section 270 or 274 of the Companies Act 2006</p>
Signature	<p>Signature</p> <p>X  X</p> <p>This form may be signed by Director ², Secretary, Person authorised ³, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager</p>	



7 Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	EUR REDEEMABLE
Prescribed particulars	<p>The EUR Redeemable shares have full rights in respect of voting</p> <p>The EUR Redeemable shares have full rights in respect of income distribution</p> <p>The EUR Redeemable shares have full rights in respect of capital distribution (including on a winding up)</p> <p>The EUR Redeemable shares are redeemable at the option of the company by giving notice to the holder of the shares. The EUR Redeemable shares are redeemable at the option of the holder of the shares by giving notice to the company. The EUR Redeemable shares will automatically redeem on 1 January 2032. There shall be paid on each EUR Redeemable share redeemed the Net Asset Value of such EUR Redeemable share, where Net Asset Value means, in respect of a EUR Redeemable Share, a EUR amount calculated by dividing Assets by Shares,</p> <p>Assets means the fair market value of the net assets of the Company (which for the avoidance of doubt shall not be reduced by the amounts payable under the Redeemable Shares) calculated by the Company at the close of business on the Business Day immediately preceding the relevant EUR Redeemable Share redemption date expressed, where applicable, in euros using the Spot Rate applicable on such redemption date,</p> <p>Spot Rate means, on any date, the spot rate for converting a currency into EUR for settlement on that date, as calculated by the Company in good faith and using commercially reasonable procedures by reference to relevant market data,</p> <p>Shares means, on any date, the number of shares, whether ordinary or redeemable, comprising the share capital of the Company, and</p> <p>Business Day means a day (other than a Saturday or Sunday) on which commercial banks in London are open for general business</p>



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

Class of share	USD REDEEMABLE	
Prescribed particulars	<p>The USD Redeemable shares have full rights in respect of voting</p> <p>The USD Redeemable shares have full rights in respect of income distribution</p> <p>The USD Redeemable shares have full rights in respect of capital distribution (including on a winding up)</p> <p>The USD Redeemable shares are redeemable at the option of the company by giving notice to the holder of the shares. There shall be paid on each USD Redeemable share redeemed the amount paid up thereon</p>	

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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

Company name

Freshfields Bruckhaus Deringer LLP

Address

65 Fleet Street

London

England

Post town

United Kingdom

County/Region

Postcode

E C 4 Y 1 H S

Country

DX

DX 23 London/Chancery Lane

Telephone

020 7936 4000

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