



SH01

Return of allotment of shares



Companies House

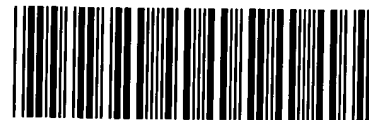


Go online to file this information
www.gov.uk/companieshouse

✓ 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 special resolution on formation of the company or for an allotment of a new class of shares by an unlimited company.

WEDNESDAY



AAWIJ06J

A14

26/01/2022

#182

COMPANIES HOUSE

1 Company details

Company number 0 0 9 3 3 5 7 8

Company name in full DDB UK 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 ①

From Date 3 1 1 2 2 0 2 1
To Date 3 1 1 2 2 0 2 1

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	B Ordinary Shares	8	£0.01	£0.01	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)

SH01

Return of allotment of shares

4

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	A Ordinary Shares	1,568	£15.68	
GBP	B Ordinary Shares	32	£0.32	
Totals		1,600	£16.00	NIL

Currency table B				
Totals				

Currency table C				
Totals				

Totals (including continuation pages)

Total number of shares	Total aggregate nominal value ^①	Total aggregate amount unpaid ^①
1,600	£16.00	NIL

^① Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.

SH01

Return of allotment of shares

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 Shares

Prescribed particulars

1

Distributions - 20.1.1 Save where Article 20.2 applies, amounts which the Company may resolve to dividend or distribute (in cash or in specie) or otherwise return to members in respect of their shares (by way of return of capital, share buyback or otherwise) (each a "Distribution") shall be apportioned amongst the A Ordinary Shareholders and the B Ordinary Shareholders as follows:

20.1.1.1. in respect of any Distributions that are made, declared or paid on or after*

Class of share

B Ordinary Shares

Prescribed particulars

1

Distributions - 20.1.1 Save where Article 20.2 applies, amounts which the Company may resolve to dividend or distribute (in cash or in specie) or otherwise return to members in respect of their shares (by way of return of capital, share buyback or otherwise) (each a "Distribution") shall be apportioned amongst the A Ordinary Shareholders and the B Ordinary Shareholders as follows:

20.1.1.1. in respect of any Distributions that are made, declared or paid on or after*

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.

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

Continuation page

Please use a Statement of Capital continuation page if necessary.

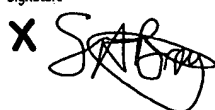
6

Signature

I am signing this form on behalf of the company.

Signature

Signature

X  X

This form may be signed by:

Director ¹, Secretary, Person authorised ², 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

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	Sophia Maudslay									
Company name	Macfarlanes LLP									
Address	20 Cursitor Street									
Post town	London									
County/Region										
Postcode	E	C	4	A		1	L	T		
Country	United Kingdom									
DX	DX: 138 Chancery Lane									
Telephone	020 7831 9222									

**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

SH01 - continuation page

Return of allotment of shares

5 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	A Ordinary Shares	
Prescribed particulars	<p>*1 January 2022 and which are attributable to the profits of the financial year of the Company ending 31 December 2021 and any subsequent financial year of the Company, the B Ordinary Shareholders shall be entitled to receive an amount equal to the lower of:</p> <p>(i) the aggregate of (a) X per cent of the distributable profits of the Company attributable solely to the prior financial year's activity of the Company (after finalisation of the applicable financial statements) plus (b) X per cent of the distributable profits of a&e Inc attributable solely to the prior financial year's activity of a&e Inc (after finalisation of the applicable financial statements) (with any United States dollar amounts to be used in the calculation of amounts to be distributed converted into pounds sterling using the Omnicom Group's most recently published Balance Sheet Rate), where in the case of both (a) and (b):</p> <p>"X" equals the percentage of the total issued share capital of the Company represented by the B Ordinary Shares; and</p> <p>"prior financial year" refers to the financial year immediately preceding the financial year in which the distribution is made; and</p> <p>(ii) 20 per cent of amounts available for distribution by the Company in respect of that financial year,</p> <p>with each B Ordinary Shareholder being entitled to the proportion of such amount equal to the proportion of the B Ordinary Shares held by them respectively; and</p> <p>20.1.1.2 the A Ordinary Shareholders, in proportion to the numbers of A Ordinary Shares held by them respectively, will receive the balance of any Distributions from time to time following the application of Article 20.1.1.1 to the extent applicable.</p> <p>Returns of capital on liquidation - On a return of capital on liquidation, the surplus assets of the Company remaining after payment of its liabilities ("Surplus Assets") shall be distributed amongst the A Ordinary Shareholders and the B Ordinary Shareholders as follows:</p> <p>20.2.1 in paying to the B Ordinary Shareholders, in proportion to the number of B Ordinary Shares held by them respectively, an amount equal to the lower of (i) the aggregate of X per cent of the Surplus Assets plus X per cent of the surplus assets of a&e Inc (after payment of its liabilities) that would arise if a&e Inc undertook on the same date a return of capital on liquidation (or equivalent) (where "X" equals the percentage of the total issued share capital of the Company represented by the B Ordinary Shares) and (ii) 20 per cent of the Surplus Assets of the Company; and</p> <p>20.2.2 in paying to the A Ordinary Shareholders the balance of the Surplus Assets remaining following the application of Article 20.2.1.</p> <p>On a Sale, the Sale Proceeds shall be allocated amongst the the members who are selling shares as set out in Article 20.2 as if the Sale Proceeds were Surplus Assets. Each share carries one vote.</p>	

SH01 - continuation page

Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	B Ordinary Shares	
Prescribed particulars	<p>* 1 January 2022 and which are attributable to the profits of the financial year of the Company ending 31 December 2021 and any subsequent financial year of the Company, the B Ordinary Shareholders shall be entitled to receive an amount equal to the lower of:</p> <p>(i) the aggregate of (a) X per cent of the distributable profits of the Company attributable solely to the prior financial year's activity of the Company (after finalisation of the applicable financial statements) plus (b) X per cent of the distributable profits of a&e Inc attributable solely to the prior financial year's activity of a&e Inc (after finalisation of the applicable financial statements) (with any United States dollar amounts to be used in the calculation of amounts to be distributed converted into pounds sterling using the Omnicom Group's most recently published Balance Sheet Rate), where in the case of both (a) and (b):</p> <p>"X" equals the percentage of the total issued share capital of the Company represented by the B Ordinary Shares; and</p> <p>"prior financial year" refers to the financial year immediately preceding the financial year in which the distribution is made; and</p> <p>(ii) 20 per cent of amounts available for distribution by the Company in respect of that financial year,</p> <p>with each B Ordinary Shareholder being entitled to the proportion of such amount equal to the proportion of the B Ordinary Shares held by them respectively; and</p> <p>20.1.1.2 the A Ordinary Shareholders, in proportion to the numbers of A Ordinary Shares held by them respectively, will receive the balance of any Distributions from time to time following the application of Article 20.1.1.1 to the extent applicable.</p> <p>Returns of capital on liquidation - On a return of capital on liquidation, the surplus assets of the Company remaining after payment of its liabilities ("Surplus Assets") shall be distributed amongst the A Ordinary Shareholders and the B Ordinary Shareholders as follows:</p> <p>20.2.1 in paying to the B Ordinary Shareholders, in proportion to the number of B Ordinary Shares held by them respectively, an amount equal to the lower of (i) the aggregate of X per cent of the Surplus Assets plus X per cent of the surplus assets of a&e Inc (after payment of its liabilities) that would arise if a&e Inc undertook on the same date a return of capital on liquidation (or equivalent) (where "X" equals the percentage of the total issued share capital of the Company represented by the B Ordinary Shares) and (ii) 20 per cent of the Surplus Assets of the Company; and</p> <p>20.2.2 in paying to the A Ordinary Shareholders the balance of the Surplus Assets remaining following the application of Article 20.2.1.</p> <p>On a Sale, the Sale Proceeds shall be allocated amongst the the members who are selling shares as set out in Article 20.2 as if the Sale Proceeds were Surplus Assets. Each share carries one vote.</p>	