

SH01

BLUEPRINT**OneWorld**

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
on formation of the company or
allotment of a new class of shares
by an unlimited company.

WEDNESDAY

L3DO9GXN

LD4

06/08/2014

#56

COMPANIES HOUSE

1 Company details

| | | | | | | | |
|----------------------|-----------------------------------|---|---|---|---|---|---|
| Company number | 2 | 7 | 2 | 4 | 5 | 0 | 3 |
| Company name in full | WALT DISNEY INTERNATIONAL 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

| | | | | | | | | | | | | | | | | |
|-----------|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| From Date | d | 0 | d | 1 | m | 0 | m | 8 | y | 2 | y | 0 | y | 1 | y | 4 |
| To Date | d | | d | | m | | m | | y | | y | | y | | y | |

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.)

Currency
If currency details are not completed
we will assume currency is in pound
sterling.

| Class of shares (E.g. Ordinary/Preference etc.) | Currency | 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 |
|--|----------|------------------------------|--------------------------------|---|---|
| A Redeemable Ordinary | GBP | 12,752,000 | 1.00 | 1.00 | 0.00 |
| | | | | | |
| | | | | | |

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

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 |
|--|-----------------------------------|---|--------------------|---------------------------|
| A Redeemable Ordinary | 1.00 | 0.00 | 186,631,075 | £ 186,631,075.00 |
| Ordinary | 1.00 | 0.00 | 101 | £ 101.00 |
| Ordinary | 722,157.364 | 0.00 | 1,000 | £ 1,000.00 |
| | | | | £ |
| Totals | | | 186,632,176 | £ 186,632,176.00 |

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 (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

| 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 | | | | |

6

Statement of capital (Totals)

Please give the total number of shares and total aggregate nominal value of issued share capital.

Total number of shares

Total aggregate
nominal value ④

④ Total aggregate nominal value
Please list total aggregate values in
different currencies separately. For
example: £100 + €100 + \$10 etc.

① Including both the nominal value and any
share premium.

② E.g. Number of shares issued multiplied by
nominal value of each share.

③ Total number of issued shares in this class.

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 £1.00 A Redeemable Ordinary

Prescribed particulars 1 See continuation page

Class of share £1.00 Ordinary

Prescribed particulars 1 See continuation page

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.

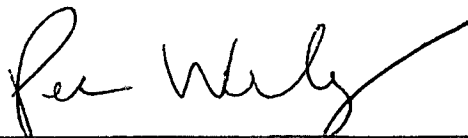
Continuation page
Please use a Statement of Capital continuation page if necessary.

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

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

Company name **BAKER & MCKENZIE LLP (ref: dgp)**

Address **100 NEW BRIDGE STREET**

Post town **LONDON**

County/Region

Postcode **E C 4 V 6 J A**

Country **United Kingdom**

DX **233 CHANCERY LANE**

Telephone **020 7919 1859**

**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

SH01 - continuation page

Return of allotment of shares

7

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

| | | |
|------------------------|---|--|
| Class of share | £1.00 A Redeemable Ordinary | |
| Prescribed particulars | <p>(a) On a poll, each member shall have 1 vote for every share of which he is the holder.</p> <p>(b) On a return of capital on liquidation, the assets available for distribution to the members shall be applied first in repaying to the holders of the A Redeemable Ordinary shares the nominal amount paid up on such shares together with a sum equal to any arrears on dividends declared and earned thereon, subject to a cap equal to 65% of all the assets of the company available to all equity holders.</p> <p>(c) The company may by ordinary resolution declare dividends but no dividend shall exceed the amount recommended by the directors, and the directors may in their absolute discretion declare and pay out of the profits available for distribution dividends in respect of either 1 only or more than 1 class of shares.</p> <p>(d) The company has the right to redeem some or all of the A Redeemable Ordinary shares upon giving notice to their holders.</p> | |

SH01 - continuation page
Return of allotment of shares

7

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

| | | |
|------------------------|---|--|
| Class of share | £1.00 Ordinary | |
| Prescribed particulars | <p>(a) On a poll, each member shall have 13,400,000 votes for every ordinary share of which he is the holder.</p> <p>(b) On a return of capital on liquidation, the assets available on distribution to members shall be applied secondly in repaying to the holders of the ordinary shares the nominal amount paid up on such shares and thirdly any balance shall be paid to the holders of the ordinary shares according to the amounts paid up on such shares.</p> <p>(c) The company may by ordinary resolution declare dividends but no dividend shall exceed the amount recommended by the directors, and the directors may in their absolute discretion declare and pay out of the profits available for distribution dividends in respect of either 1 only or more than 1 class of shares.</p> <p>(d) The ordinary shares are not issued as redeemable and are not redeemable.</p> | |