

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

TUESDAY



L10P8MB6

LD1

17/01/2012

#7

COMPANIES HOUSE

1 Company details

Company number 0 2 8 1 1 3 6 6

Company name in full GTL Resources PLC

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 d 1 d 6 m 0 m 1 y 2 y 0 y 1 y 2

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

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
Ordinary	Sterling	1	£0.01	£0.01	£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)

Return of allotment of shares

Section 4 (also Section 5 and Section 6, if appropriate) should reflect the company's issued capital at the date of this return

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
X Ordinary Shares	£0.01	£0.00	24,868,745	£ 24868745
Z Shares	£0.01	£0.00	7,120,000	£ 7120000
Deferred Shares	£0.99	£0.00	31,988,745	£ 31668857.55
Ordinary Shares	£0.01	£0.00	1	£ 0.01
		Totals	63977491	£ 31988745.01

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				

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

Total number of shares	63,977,491
Total aggregate	£31,988,745 01

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

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

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	Ordinary
Prescribed particulars ¹	The shares have attached to them full voting, dividend and capital distribution (including on winding up) rights, they do not confer any rights of redemption
Class of share	Deferred
Prescribed particulars ¹	The rights of the Deferred Shares are as follows (a) Voting the holders of the deferred shares have no voting rights, (b) Dividends the holders of the deferred shares shall have no right to dividends or other distributions, (c) Return of Capital on a return of capital on a winding up or otherwise, each holder of the deferred shares is entitled to receive the nominal amount paid up on the deferred shares held by him only after the amount of £100,000,000 shall have been distributed by way of return of capital in respect of each ordinary share, and (d) Redemption The deferred shares are not redeemable
Class of share	X Shares
Prescribed particulars ¹	the rights of the X Shares are the same as those attaching to the Ordinary Shares, save that the rights of the holders of X Shares in respect of the consideration for the cancellation of such shares under the Scheme of Arrangement under Part 26 of the Companies Act 2006 dated 19/11/2011 between the Company and the Scheme Shareholders (as defined therein) (the "Scheme") shall be satisfied by the payment to such holders of the amount of cash to which they shall be entitled in accordance with the Scheme

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

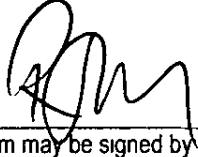
8

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

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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
Vicky Hill

Company name
Osborne Clarke

Address
Apex Plaza

1 Forbury Road

Post town
Reading

County/Region

Postcode
R G I I A X

Country

DX

Telephone
01189 592 124

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

SH01 - continuation page

Return of allotment of shares



7

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

Class of share

Z Shares

Prescribed particulars

The rights of the Z Shares are the same as those attaching to the Ordinary Shares, save that the rights of the holders of Z Shares in respect of the consideration for the cancellation of such shares under the Scheme shall be satisfied by the issue to such holders of the number of Sinav Share Units (as defined in the Scheme) to which they shall become entitled to in accordance with the Scheme

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.

[illegible]

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