

SH01

Return of allotment of shares

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COMPANIES HOUSE

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refer to our guidance at
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

Company details

Company number 0 2 8 1 1 3 6 6

Company name in full GTL Resources plc

Filing in this form

Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

Allotment dates

From Date 1 7 0 1 2 0 1 2

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

Shares allotted

Please give details of the shares allotted, including bonus shares

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)	Amount (if any) unpaid (including share premium)
Ordinary	Sterling	31,988,745	£0.01	£319,887.45	£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

Details of non-cash
consideration

If a PLC, please attach
valuation report (if
appropriate)

The reserve arising in the books of account of GTL Resources plc (the "Company") as a result of the reduction of capital of the Company pursuant to a scheme of arrangement under Part 26 of the Companies Act 2006 (the "Scheme") between the Company and the Scheme Shareholders (as defined in the circular to the Company's shareholders dated 19 November 2011), was capitalised and applied by the Company in paying up in full at par 31,988,745 ordinary shares of 1 pence each allotted and issued to Sinav Limited on 17 January 2012 in accordance with the terms of the Scheme.

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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

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
Ordinary	£0.01	£0.00	31,988,746	£ 319887.46
Deferred	£0.99	£0.00	31,988,745	£ 31668857.55
				£
				£
Totals			63977491	£ 31988745.01

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				

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

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

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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 shares
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 holds of the deferred shares have no voting rights; (b) dividends 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 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 in respect of each ordinary share, (d) redemption the deferred shares are not redeemable.
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

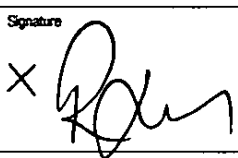
A separate table must be used for each class of share

Continuation page

Please use a Statement of Capital continuation page if necessary

Signature

I am signing this form on behalf of the company

Signature	<p>Signature</p> <p>X  X</p> <p>This form may be signed by Director², Secretary, Person authorised³, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager</p>
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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

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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

Forbury Road

Reading

Post town

County/Region

Postcode

R G 1 1 A X

Country

DX

DX 7818 Bristol

Telephone

+44 (0) 117 9173000

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,
First Floor, Waterfront Plaza, 8 Laganbank Road,
Belfast, Northern Ireland, BT1 3BS
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