



No. 6770 of 2010

IN THE HIGH COURT OF JUSTICE
 CHANCERY DIVISION
 COMPANIES COURT
 THE HONOURABLE MR JUSTICE LEWISON
 TUESDAY 12 OCTOBER 2010
 IN THE MATTER OF SHED MEDIA PLC
 AND IN THE MATTER OF THE COMPANIES ACT 2006



ORDER

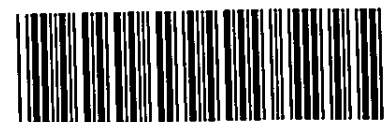
UPON THE ADJOURNED CLAIM FORM of the above-named **SHED MEDIA PLC** (the "**Company**"), whose registered office is situated at 2 Holford Yard, London, WC1X 9HD

AND UPON HEARING Counsel for the Company

AND UPON READING the Claim Form and the evidence

AND UPON THE COMPANY by Counsel undertaking to deliver to the Registrar of Companies an appropriate Form SH01 forthwith upon the issue of new shares to WB Bidco Plc as provided for by clause 2.2 of the Scheme of Arrangement sanctioned by the Court by Order dated 8 October 2010

IT IS ORDERED that the reduction of capital of the Company resolved on and effected by a special resolution of the Company be and the same is hereby confirmed in accordance with the provisions of the above mentioned Act.



AND THE STATEMENT OF CAPITAL set out in the Schedule hereto be approved

AND IT IS DIRECTED that the Registrar of Companies should register this Order notwithstanding the fact that it will reduce the issued share capital of the Company below the authorised minimum

AND IT IS ORDERED that this Order be produced to the Registrar of Companies and that an office copy hereof be delivered to him together with a copy of the Statement of Capital

AND IT IS ORDERED that notice of the registration by the Registrar of Companies of this Order and of the said Statement of Capital be published once in *The Times* newspaper within 21 days after such registration



SCHEDULE

THE STATEMENT OF CAPITAL



SH19

Statement of capital



A fee is payable with this form
Please see 'How to pay' on the last page

☒ **What this form is for**
You may use this form as a statement of capital for a private limited company reducing its capital supported by a solvency statement, or for a private or public limited company reducing its capital supported by a court order

☒ **What this form is NOT for**
You cannot use this form to complete a statement of capital for a company re-registering from unlimited to limited

For further information, please refer to our guidance at www.companieshouse.gov.uk

1 Company details

Company number 0 3 6 1 7 4 6 4

Company name in full Shed Media Plc

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

Statement of capital

Section 2 (also Section 3 and Section 4 if appropriate) should reflect the company's share capital as reduced by the resolution

2 Statement of capital (Share capital in pound sterling (£))

Please complete the table below to show any class of shares held in pound sterling
If all your issued capital is in sterling, only complete Section 2 and then go to Section 5

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	0 001	Nil	1	£ 0 001
	and a share			£
	premium of			£
	£36,626,811			£
Totals			1	£ 0 001

3 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				

① Including both the nominal value and any share premium

② 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

SH19

Statement of capital

Currency				
Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Totals				

❶ Including both the nominal value and any share premium

❷ Number of shares issued multiplied by nominal value of each share

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

❸ Total number of issued shares in this class

4 Statement of capital (Totals)

	Please give the total number of shares and total aggregate nominal value of issued share capital	❶ Total aggregate nominal value Please list total aggregate values in different currencies separately For example £100 + €100 + \$10 etc
Total number of shares	1	
Total aggregate ❶ nominal value	£0 001	



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 statement of capital share tables in Section 2 and Section 3	❶ 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. Please use a Statement of capital continuation page if necessary
Class of share	Ordinary Shares	
Prescribed particulars ❶	<p>The liability of the members is the amount, if any, unpaid on the shares held by them</p> <p>Any profits of the Company available for dividend and resolved to be distributed in respect of any financial year of the Company shall be applied in the payment of dividends to the holders of the shares. The surplus assets of the Company available for distribution among the members in a winding up or on a reduction of capital involving repayment shall be applied in the payment to the holders of the shares (including any shares subsequently created) <i>pari passu</i> and rateably <i>inter se</i> of a sum equal to the capital respectively paid up thereon</p>	
Class of share		❶ 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. Please use a Statement of capital continuation page if necessary
Prescribed particulars ❶		

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Statement of capital

Class of share		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 Please use a Statement of capital continuation page if necessary
Prescribed particulars ①		
Class of share		
Prescribed particulars ①		

6	Signature		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
	I am signing this form on behalf of the company		
	Signature	Signature  	
	This form may be signed by Director ②, Secretary, Person authorised ③, CIC manager		

SH19

Statement of capital

**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 **Frances Doherty**

Company name **Dorsey & Whitney (Europe) LLP**

Address **21 Wilson Street**

Post town **London**

Country/Region

Postcode **E C 2 M 3 T D**

Country **United Kingdom**

DX

Telephone **0207 588 4517**

**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 completed the relevant sections of the statement of capital
- ☐ You have signed the form
- ☐ You have enclosed the correct fee

**Important information**

Please note that all information on this form will appear on the public record

**How to pay**

A fee of £10 is payable to Companies House to reduce the share capital by Court Order or by Solvency Statement

Make cheques or postal orders payable to 'Companies House'

**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

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**IN THE HIGH COURT OF JUSTICE
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PLC
AND IN THE MATTER OF THE
COMPANIES ACT 2006**



ORDER

Dorsey & Whitney (Europe) LLP

21 Wilson Street

London EC2M 2TD

Solicitors to the Company

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AND UPON READING the Claim Form and the evidence

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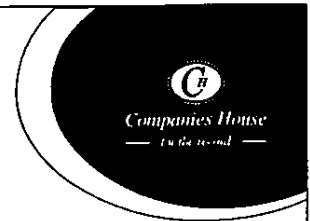
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Approved

Kevin Hewson

SH19

Statement of capital



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✓ What this form is for

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Company number 03617464

Company name in full Shed Media Plc

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Statement of capital

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	and a share			£
	premium of			£
	£36,626,811			£
Totals			1	£ 0.001

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Totals				

① Including both the nominal value and any share premium

② Total number of issued shares in this class

③ Number of shares issued multiplied by nominal value of each share.

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

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Statement of capital

Currency				
Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Totals				
❶ Including both the nominal value and any share premium ❷ Total number of issued shares in this class		❸ Number of shares issued multiplied by nominal value of each share		Continuation pages Please use a Statement of Capital continuation page if necessary



4	Statement of capital (Totals)	
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Total number of shares	1	
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Prescribed particulars ❶	See continuation sheet	
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Class of share		
Prescribed particulars ❶		

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Prescribed particulars 1		
Class of share		
Prescribed particulars 1		

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	I am signing this form on behalf of the company		
Signature	Signature 		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
	This form may be signed by Director 2 , Secretary, Person authorised 3 , CIC manager		

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For companies registered in Scotland
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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
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DX 481 N R Belfast 1

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SH19 - Continuation page
Statement of capital

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5

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

Class of share	Ordinary Shares	
Prescribed particulars ①	<p>(a) every member present in person or by proxy at a general meeting of the Company shall, on a show of hands, have one vote and every member present in person or by proxy shall, on a poll, have one vote for every ordinary share of which he is the holder</p> <p>(b) any profits of the Company available for dividend and resolved to be distributed in respect of any financial year of the Company shall be applied in the payment of dividends to the holders of the shares</p> <p>(c) the surplus assets of the Company available for distribution among the members in a winding up or on a reduction of capital involving repayment shall be applied in the payment to the holders of the shares (including any shares subsequently created) pari passu and rateably inter se of a sum equal to the capital respectively paid up thereon</p> <p>(d) the ordinary shares are not redeemable</p>	<p>① Prescribed particulars of rights attached to shares 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>

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London EC2M 2TD

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