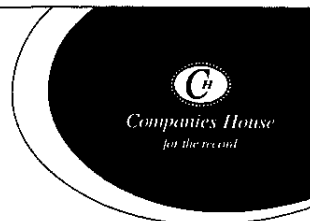


SH01

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

WEDNESDAY



A08 04/08/2010 137
COMPANIES HOUSE

1 Company details

Company number 03724890

Company name in full Esh Holdings 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 01/03/2010
To Date 01/03/2010

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

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)	Amount (if any) unpaid (including share premium)
Redeemable Ordinary		100	£1	£100	Nil
Non Voting Ordinary		50	£0.001	£0.05	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

Details of non-cash consideration
If a PLC, please attach valuation report (if appropriate)

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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
Redeemable Ordinary	£1	Nil	4,437,094	£ 4,437,094
Preference	£1	Nil	6,133,396	£ 6,133,396
Variable Dividend Ordinary	£1	Nil	14,286,791	£ 14,286,791
Non Voting Ordinary	£0.001	Nil	9,487,030	£ 9,487.03
Totals			34,344,311	£ 24,866,768.03

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		④ Total aggregate nominal value Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.
Total number of shares	34,344,311	
Total aggregate nominal value ④	£24,866,768.03	

① Including both the nominal value and any share premium

② Total number of issued shares in this class

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


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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		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
Class of share	Redeemable Ordinary	
Prescribed particulars ①	Please refer to Continuation Sheet	
Class of share	Preference	
Prescribed particulars ①	Please refer to Continuation Sheet	
Class of share	Variable Dividend Ordinary	
Prescribed particulars ①	Please refer to Continuation Sheet	

8 Signature

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

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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 **Martyn Tennant**

Company name **Swinburne Maddison Solicitors**

Address **Venture House**

Aykley Heads Business Centre

Post town **Durham**

County/Region **County Durham**

Postcode **D H 1 5 T S**

Country **England**

DX **DX 60206 Durham**

Telephone **0191 384 2441**

**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,
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

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Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	Redeemable Ordinary	
Prescribed particulars	<p>The holders of the Redeemable Ordinary Shares are entitled to such dividend thereon or distribution in respect thereof as shall be declared by the Board of the Company on that class of Share from time to time how subject to a limit of £1 per Redeemable Ordinary Share in any financial year after which dividends may be declared to any class of Share (subject to the priority interests of the Preference Shares), provided that the holders of the Redeemable Ordinary Shares shall be entitled to such dividend as is declared from time to time by the Board on that class in priority to any other holders of all other classes of Shares</p> <p>The Redeemable Ordinary Shares shall entitle their holders to receive notice of and to attend and vote at any general meeting of the Company On a show of hands every holder of a Redeemable Ordinary Share shall be entitled to one vote and on a poll any holder of a Redeemable Ordinary Share who is present in person or by proxy shall have one vote for every Redeemable Ordinary Share he or she holds</p> <p>On a return of assets on liquidation or capital reduction or other winding up the holders of the Redeemable Ordinary Shares shall be entitled to repayment of the capital paid up on the Redeemable Ordinary Shares together with a sum equal to any arrears or deficiency of any dividend declared, calculated down to the date of the return of capital plus any interest accrued on such arrears (in priority to any other class of Share) but the Redeemable Ordinary Shares shall not entitle the holders thereof to any further or other participation in the profits or assets of the Company</p> <p>At any time after the date of the allotment of any of the Redeemable Ordinary Shares, the Company shall have the right to redeem that Share (provided that it is fully paid)</p> <p>The Company shall only redeem the Redeemable Ordinary Shares out of distributable profits or the proceeds of a fresh issue of shares made for the purposes of the redemption or out of capital to the extent permitted by the Company Act 2006</p> <p>Where the Company intends to redeem any or all of the Redeemable Ordinary Shares, it shall give to the holders of those Shares not less than 1 month's written notice of its intention ('Redemption Notice'), specifying the time and place for the redemption ('Redemption Date')</p> <p>Please refer to Continuation Sheet</p>	

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Return of allotment of shares

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

Class of share	Redeemable Ordinary	
Prescribed particulars	<p>On the Redemption Date, the Company shall pay the amount paid up on each of the Redeemable Ordinary Shares redeemed</p> <p>Dividends shall cease to accrue on Redeemable Ordinary Shares at the time specified for redemption except for any Share in respect of which the Company refuses to pay the redemption money despite due presentation of the certificate (or an indemnity in respect of it in a form reasonably satisfactory to the Company)</p>	

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Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	Preference	
Prescribed particulars	<p>The holders of the Preference Shares shall be entitled to such dividend thereon or distribution in respect thereof as shall be declared by the Board of the Company on that class of Share from time to time subject to a limit of £1 per Preference Share in any financial year after which dividends may be declared to any class of Share, provided that the holders of the Preference Shares shall be entitled to such dividend as is declared from time to time by the Board on that class in priority (but not in priority to the holders of the Redeemable Ordinary Shares) to any other holders of all other classes of Shares</p> <p>The Preference Shares shall not entitle their holders to receive notice of or to attend or to vote at any general meeting of the Company, unless the business of the meeting includes the consideration of a resolution concerning the Company's purchase of any of its own Shares, or a reduction of its capital or the proposition to be submitted to the meeting abrogates or directly varies the special rights and privileges attached to the Preference Shares. The creation of further shares ranking in any respect in priority to or pari passu with the Preference Shares in the present capital shall be deemed to constitute a variation of the special rights attached to the Preference Shares</p> <p>For such time that there are no Redeemable Ordinary Shares in issue the Preference Shares shall entitle their holders to receive notice of and to attend and vote at any general meeting of the Company. On a show of hands every holder of a Preference Share shall be entitled to one vote and on a poll any holder of a Preference Share who is present in person or by proxy shall have one vote for every Preference Share he or she holds</p> <p>On a return of assets on liquidation or capital reduction or other winding up the holders of the Preference Shares shall be entitled to payment of £1.00 per Preference Share together with a sum equal to any arrears or deficiency of any dividend declared, calculated down to the date of the return of capital plus any interest accrued on such arrears in priority to any payment to the holders of the Non-Voting Ordinary Shares and the Variable Dividend Ordinary Shares (but not in priority to the holders of the Redeemable Ordinary Shares), but the Preference Shares shall not entitle the holders thereof to any further or other participation in the profits or assets of the Company</p>	

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Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	Variable Dividend Ordinary	
Prescribed particulars	<p>The holders of the Variable Dividend Ordinary Shares shall be entitled to such dividend thereon or distribution in respect thereof as shall be declared by the Board of the Company from time to time</p> <p>The Variable Dividend Ordinary Shares shall not entitle their holders to receive notice of or to attend or to vote at any general meeting of the Company unless the business of the meeting includes the consideration of a resolution concerning the Company's purchase of any of its own Shares, or a reduction of its capital or the proposition to be submitted to the meeting abrogates or directly varies the special rights and privileges attached to the Variable Dividend Ordinary Shares. The creation of further shares ranking in any respect in priority to or pari passu with the Variable Dividend Ordinary Shares in the present capital shall be deemed to constitute a variation of the special rights attached to the Variable Dividend Ordinary Shares</p> <p>On a return of assets on liquidation or capital reduction or other winding up the holders of the Variable Dividend Ordinary Shares shall be entitled to payment of £1.50 per Variable Dividend Ordinary Share in priority to any payment to the holders of the Non-Voting Ordinary Shares (but not in priority to the holders of the Voting Redeemable Ordinary Shares nor the Preference Shares)</p>	

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Return of allotment of shares

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

Class of share	Non Voting Ordinary	
Prescribed particulars	<p>The holders of the Non Voting Ordinary Shares shall be entitled to such dividend thereon or distribution in respect thereof as shall be declared by the Board of the Company from time to time</p> <p>The Non Voting Ordinary Shares shall not entitle their holders to receive notice of or to attend or to vote at any general meeting of the Company, unless the business of the meeting includes the consideration of a resolution concerning the Company's purchase of any of its own Shares, or a reduction of its capital or the proposition to be submitted to the meeting abrogates or directly varies the special rights and privileges attached to the Non Voting Ordinary Shares The creation of further shares ranking in any respect in priority to or pari passu with the Non Voting Ordinary Shares in the present capital shall be deemed to constitute a variation of the special rights attached to the Non Voting Ordinary Shares</p> <p>On a return of assets a liquidation or capital reduction or other winding up the holders of the Non Voting Ordinary Shares shall, in addition to the return of the amount paid up on the Non Voting Ordinary Shares, be entitled to receive the balance of any surplus assets</p>	