

# SH01

## Return of allotment of shares



You can use the WebFiling service to file this form online.  
Please go to [www.companieshouse.gov.uk](http://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  
you on formation of the company  
for an allotment of a new class  
of shares by an unlimited company.

MONDAY



LD6 07/02/2011 66  
COMPANIES HOUSE

### 1 Company details

Company number 0 5 4 1 8 4 2 6

Company name in full PPH0 Limited

→ Filing 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<sub>1</sub> d<sub>4</sub> m<sub>1</sub> m<sub>2</sub> y<sub>2</sub> y<sub>0</sub> y<sub>1</sub> y<sub>0</sub>  
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

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)
New Deferred	Sterling	2	1 00	22,648.508 24	

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

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## 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 the 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
Please see continuation sheet				£
				£
				£
				£
Totals			0	£ 0 00

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## 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				

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## 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		
Total aggregate nominal value ④		

① Including both the nominal value and any share premium.

② 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

③ 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	A Ordinary Shares
Prescribed particulars ①	<p>Ranks pari passu with all the other classes of ordinary shares A Shares shall be allotted only in such a manner as to establish or maintain the current proportions of issued shares of that class and so that (unless the A Shareholders and the B Shareholders otherwise agree) A Shares and B Shares are allotted at the same price and otherwise on the same terms No A Shares shall be allotted otherwise than to members holding A Shares in proportion to their existing holdings except with the prior written consent of the A Shareholders and the B Shareholders Shares</p> <p>(Please see continuation sheet)</p>
Class of share	B Ordinary Shares
Prescribed particulars ①	<p>Ranks pari passu with all the other classes of ordinary shares B Shares shall be allotted only in such a manner as to establish or maintain the current proportions of issued shares of that class and so that (unless the A Shareholders and the B Shareholders otherwise agree) A Shares and B Shares are allotted at the same price and otherwise on the same terms No B Shares shall be allotted otherwise than to members holding B Shares in proportion to their existing holdings except with the prior written consent of the A Shareholders and the B Shareholders Shares</p> <p>(Please see continuation sheet)</p>
Class of share	Deferred Shares
Prescribed particulars ①	<p>(a) The Deferred Shares shall not entitle the Deferred Shareholder to the payment of any dividend nor confer any rights to participate in the profits or assets of the Company other than as set out in the Articles nor to receive notice of or to attend or vote at any general meeting of the Company</p> <p>(b) For the purpose of this article, Redemption Event means</p> <p>(Please see continuation sheet)</p>

**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

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**Signature**

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

**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 **Andrew Freeman/Jonathan Biggs**Company name **CMS Cameron McKenna LLP**Address **Mitre House****160 Aldersgate Street****London**

Post town

County/Region

Postcode **E C 1 A 4 D D**

Country

DX **DX 135316 BARBICAN 2**Telephone **020 7367 3000****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

**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

**Further information**

For further information please see the guidance notes on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto: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](http://www.companieshouse.gov.uk)

Please complete the table below to show any class of shares held in other currencies. Please complete a separate table for each currency.

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

# SH01 - continuation page

## Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	A Ordinary Shares	
Prescribed particulars	<p>(a) On a show of hands and on a poll the A Shareholders present in person or by proxy as a class shall have one vote in aggregate provided that:</p> <p>(i) no A Share or C Share shall confer any right to vote upon a resolution for the removal from office of a B Director;</p> <p>(ii) no B Share or C Share shall confer any right to vote upon a resolution for the removal from office of an A Director; and</p> <p>(iii) no A Share or B Share shall confer any right to vote upon a resolution for the removal from office of the Investor Director</p>	

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## Return of allotment of shares

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

Class of share	B Ordinary Shares	
Prescribed particulars	<p>On a show of hands and on a poll the B Shareholders present in person or by proxy as a class shall have one vote in aggregate provided that</p> <p>(i) no A Share or C Share shall confer any right to vote upon a resolution for the removal from office of a B Director;</p> <p>(ii) no B Share or C Share shall confer any right to vote upon a resolution for the removal from office of an A Director, and</p> <p>(iii) no A Share or B Share shall confer any right to vote upon a resolution for the removal from office of the Investor Director.</p>	

## SH02 - continuation page

Notice of consolidation, sub-division, redemption of shares or  
re-conversion of stock into shares

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### Statement of capital (Prescribed particulars of rights attached to shares)<sup>①</sup>

Class of share	Deferred Shares	
Prescribed particulars	<p>(i) the Company receiving from any person or company (other than The Royal Bank of Scotland plc and those companies which may be treated for relevant Taxation purposes as being, or as having at any time been, either a member of the same group of companies as The Royal Bank of Scotland plc or otherwise associated with The Royal Bank of Scotland plc) a payment that to any extent compensates the Company in respect of the circumstance for which the Deferred Shareholder subscribed for the relevant Deferred Shares in accordance with any contract requiring it to do so,</p> <p>(ii) provided that the payment referred to in article 6(b)(i) is not received by reason of a Relief, other than a Relief which arose to the Company or its subsidiaries prior to the date of adoption of these articles</p> <p>(c) For the purpose of this article, Redemption Number means, in respect of a Redemption Event, the lesser of</p> <p>(i) the amount received by the Company in respect of a Redemption Event less any expenses incurred in connection with the recovery or receipt of that payment and any Taxation to which that payment is subject, divided by the par value of a Deferred Share, and</p> <p>(ii) the number of Deferred Shares subscribed for by the Deferred Shareholder in respect of the circumstance referred to in article 6(b)(i), subject to article 6(h)</p> <p>(d) The Company shall redeem the Redemption Number of Deferred Shares at par on the date falling seven days after the date of the Redemption Event</p>	<p>① Prescribed particulars of rights attached to shares</p> <p>The particulars are</p> <ul style="list-style-type: none"> <li>a particulars of any voting rights, including rights that arise only in certain circumstances,</li> <li>b particulars of any rights, as respects dividends, to participate in a distribution,</li> <li>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</li> <li>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</li> </ul> <p>A separate table must be used for each class of share</p>



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## Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	Deferred Shares	
Prescribed particulars	<p>(e) Certificates for Deferred Shares shall be deemed to have been cancelled to the extent appropriate on the date upon which the shares to which they relate are redeemed in full. Following any redemption of Deferred Shares, certificates which then relate in part to Deferred Shares which have not been redeemed shall be delivered up to the Company and, subject only to such delivery up, the Company shall (free of charge) issue new definitive certificates in respect of those Deferred Shares which have not been redeemed</p> <p>(f) If on any due date for redemption of Deferred Shares the Company is prohibited by law from redeeming all of the Deferred Shares then falling to be redeemed it shall on such date redeem such number of the same as it may then lawfully redeem and shall redeem the balance so soon thereafter as it is not so prohibited and, for so long as such prohibition remains and any such Deferred Shares as aforesaid have not been redeemed (and notwithstanding any other provisions of these articles) the Company shall not pay any dividend or otherwise make any distribution of or otherwise decrease its profits available for distribution</p> <p>(g) If the Company fails (for whatever reason) to redeem any Deferred Shares on the due date for redemption of the same then, as from such date until the date on which the same are redeemed, interest shall accrue on the amount of the subscription price paid for such Deferred Shares at two percent per annum above the base rate of The Royal Bank of Scotland plc from time to time (and such interest shall become due (as a charge against the Company) and be paid at the same time as the amount to which it relates is paid)</p> <p>(h) To the extent that the Deferred Shareholder has in accordance with any contract any other liability (actual, future or contingent) to subscribe for further Deferred Shares, at the time when the Company received the payment referred to in article 6(b)(i) then the Company shall be entitled to reduce the Redemption Number by an amount in respect of that liability, divided by the par value of a Deferred Share</p>	

## SH02 - continuation page

Notice of consolidation, sub-division, redemption of shares or  
re-conversion of stock into shares

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### Statement of capital (Prescribed particulars of rights attached to shares)<sup>1</sup>

Class of share	New Deferred Shares	<b><sup>1</sup> Prescribed particulars of rights attached to shares</b> The particulars are
Prescribed particulars	The New Deferred Shares shall not entitle the New Deferred Shareholders to the payment of any dividend nor confer any rights to participate in the profits or assets of the Company other than as set out in article 8 of the Articles of Association, nor to receive notice of or to attend or vote at any general meeting of the Company	<ul style="list-style-type: none"> <li>a particulars of any voting rights, including rights that arise only in certain circumstances,</li> <li>b particulars of any rights, as respects dividends, to participate in a distribution,</li> <li>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</li> <li>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</li> </ul> <p>A separate table must be used for each class of share.</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 Shares	
Prescribed particulars	<p>Ranks par passu with all the other classes of shares No Preference Shares shall be allotted otherwise to members holding Preference Shares of the same class in proportion to their existing holdings except with the prior written consent of the A Shareholders and the B Shareholders Shares</p> <p>A Preference Share shall not confer on the holder any further or other right to participate in the profits or assets of the Company other than as set out in article 7 of the Articles of Association</p> <p>A Preference Share shall not confer on the holder the right to receive notice of or to attend or to vote either in person or by proxy at any general meeting</p> <p>The Company may create and issue further Preference Shares ranking as regards participation in the profits and assets of the Company par passu with, but not in priority to, the Preference Shares and carrying such rights (including, but without limitation, rights as to capital, dividend, voting and redemption) as may be determined in accordance with the articles of association for the time being of the Company</p>	