



## Return of Allotment of Shares

Company Name: **GOAL ACQUISITIONS (HOLDINGS) LIMITED**

Company Number: **05421315**



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### Shares Allotted (including bonus shares)

Date or period during which  
shares are allotted

From  
**19/12/2016**

**Class of Shares: A ORDINARY**

**Currency: EUR**

Number allotted **1**

Nominal value of each share **1**

Amount paid: **30057361**

Amount unpaid: **0**

No shares allotted other than for cash

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# Statement of Capital (Share Capital)

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Class of Shares:	A	Number allotted	1568943104
	ORDINARY	Aggregate nominal value:	1568943104
Currency:	EUR		

Prescribed particulars

SUMS DISTRIBUTED BY THE COMPANY FROM TIME TO TIME IN OR IN RESPECT OF ANY FINANCIAL YEAR SHALL BE APPLIED IN THE FOLLOWING ORDER OF PRIORITY: (A) FIRST, IN PAYING ANY ARREARS OR ACCRUALS OF THE FIXED PREFERENCE DIVIDEND (AS DEFINED BELOW); (B) SECOND, IN PAYING TO THE HOLDER OF THE PREFERENCE SHARES A FIXED CASH CUMULATIVE DIVIDEND IN RESPECT OF EACH PREFERENCE SHARE HELD AT THE RATE OF USD 6 MONTH LIBOR PLUS 400 BASIS POINTS PER ANNUM ON THE AMOUNT SUBSCRIBED FOR EACH PREFERENCE SHARE WITH USD LIBOR TO BE UPDATED BIANNUALLY AT THE RATES PUBLISHED ON THE 20TH OF JUNE AND 20TH OF DECEMBER (OR IF THOSE DATES ARE NOT BUSINESS DAYS, THE FOLLOWING BUSINESS DAY) IN EACH YEAR (THE "FIXED PREFERENCE DIVIDEND"); (C) THIRD, ANY BALANCE WHICH THE COMPANY MAY RESOLVE TO DISTRIBUTE AND THE DIRECTORS SHALL DECLARE TO BE PAYABLE ON THE A ORDINARY SHARES PROVIDED THAT THE COMPANY SHALL RETAIN SUFFICIENT DISTRIBUTABLE RESERVES TO PAY THE FIXED PREFERENCE DIVIDEND UP TO THAT DATE, WHETHER THE FIXED PREFERENCE DIVIDEND SHALL HAVE BEEN DECLARED AND/ OR PAID OR NOT AT THAT DATE. THE FIXED PREFERENCE DIVIDEND SHALL ACCRUE DAILY AND SHALL BE PAYABLE ON SUCH DATE AS THE BOARD OF DIRECTORS SHALL FROM TIME TO TIME DETERMINE PROVIDED SUCH DATE IS A BUSINESS DAY. IN THE ABSENCE OF APPROVAL, THE FIXED PREFERENCE DIVIDEND SHALL BE ROLLED UP. ON A RETURN OF CAPITAL ON LIQUIDATION OR OTHERWISE THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED: (A) FIRST IN REPAYING THE HOLDERS OF THE PREFERENCE SHARES: (I) ANY ARREARS OR ACCRUALS OF THE FIXED PREFERENCE DIVIDEND CALCULATED DOWN TO THE DATE OF RETURN OF CAPITAL IRRESPECTIVE OF WHETHER SUCH DIVIDEND HAS BEEN DECLARED OR NOT; AND (II) THE AMOUNT SUBSCRIBED FOR EACH PREFERENCE SHARE HELD; AND (B) SECOND, IN REPAYING THE HOLDERS OF A ORDINARY SHARES THE AMOUNT SUBSCRIBED FOR EACH A ORDINARY SHARE HELD; AND (C) THIRD, THE BALANCE (IF ANY) SHALL BE DISTRIBUTED TO THE HOLDER OF A ORDINARY SHARES. THE HOLDERS OF A ORDINARY SHARES SHALL HAVE AN AGGREGATE VOTING POWER EQUIVALENT TO 79.9% OF THE ENTIRE VOTING POWER OF THE COMPANY. WHERE THERE IS MORE

THAN ONE HOLDER OF A ORDINARY SHARES, THE VOTES RIGHTS ATTACHED TO THE A ORDINARY SHARES SHALL BE EXERCISED PRO-RATE IN PROPORTION TO THE NUMBER OF A ORDINARY SHARES HELD. THE A ORDINARY SHARES ARE NOT REDEEMABLE.

<b>Class of Shares:</b>	<b>PREFERENCE</b>	<b>Number allotted</b>	<b>3651148811</b>
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<b>Currency:</b>	<b>USD</b>	<b>Aggregate nominal value:</b>	<b>3651148811</b>
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Prescribed particulars

SUMS DISTRIBUTED BY THE COMPANY FROM TIME TO TIME IN OR IN RESPECT OF ANY FINANCIAL YEAR SHALL BE APPLIED IN THE FOLLOWING ORDER OF PRIORITY: (D) FIRST, IN PAYING ANY ARREARS OR ACCRUALS OF THE FIXED PREFERENCE DIVIDEND (AS DEFINED BELOW); (E) SECOND, IN PAYING TO THE HOLDER OF THE PREFERENCE SHARES A FIXED CASH CUMULATIVE DIVIDEND IN RESPECT OF EACH PREFERENCE SHARE HELD AT THE RATE OF USO 6 MONTH LIBOR PLUS 400 BASIS POINTS PER ANNUM ON THE AMOUNT SUBSCRIBED FOR EACH PREFERENCE SHARE WITH USO LIBOR TO BE UPDATED BIANNUALLY AT THE RATES PUBLISHED ON THE 20TH OF JUNE AND 20TH OF DECEMBER (OR IF THOSE DATES ARE NOT BUSINESS DAYS, THE FOLLOWING BUSINESS DAY) IN EACH YEAR (THE "FIXED PREFERENCE DIVIDEND"); (F) THIRD, ANY BALANCE WHICH THE COMPANY MAY RESOLVE TO DISTRIBUTE AND THE DIRECTORS SHALL DECLARE TO BE PAYABLE ON THE A ORDINARY SHARES PROVIDED THAT THE COMPANY SHALL RETAIN SUFFICIENT DISTRIBUTABLE RESERVES TO PAY THE FIXED PREFERENCE DIVIDEND UP TO THAT DATE, WHETHER THE FIXED PREFERENCE DIVIDEND SHALL HAVE BEEN DECLARED AND/ OR PAID OR NOT AT THAT DATE. THE FIXED PREFERENCE DIVIDEND SHALL ACCRUE DAILY AND SHALL BE PAYABLE ON SUCH DATE AS THE BOARD OF DIRECTORS SHALL FROM TIME TO TIME DETERMINE PROVIDED SUCH DATE IS A BUSINESS DAY. IN THE ABSENCE OF APPROVAL, THE FIXED PREFERENCE DIVIDEND SHALL BE ROLLED UP. ON A RETURN OF CAPITAL ON LIQUIDATION OR OTHERWISE THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED: (D) FIRST IN REPAYING THE HOLDERS OF THE PREFERENCE SHARES: (III) ANY ARREARS OR ACCRUALS OF THE FIXED PREFERENCE DIVIDEND CALCULATED DOWN TO THE DATE OF RETURN OF CAPITAL IRRESPECTIVE OF WHETHER SUCH DIVIDEND HAS BEEN DECLARED OR NOT; AND (IV) THE AMOUNT SUBSCRIBED FOR EACH PREFERENCE SHARE HELD; AND {E} SECOND, IN REPAYING THE HOLDERS OF A ORDINARY SHARES THE AMOUNT SUBSCRIBED FOR EACH •A ORDINARY SHARE HELD; AND (F) THIRD, THE BALANCE (IF ANY) SHALL BE DISTRIBUTED TO THE HOLDER OF A ORDINARY SHARES. THE HOLDERS OF PREFERENCE SHARES SHALL HAVE AN AGGREGATE VOTING POWER EQUIVALENT TO

**20.1% OF THE ENTIRE VOTING POWER OF THE COMPANY. WHERE THERE IS MORE THAN ONE HOLDER OF PREFERENCE SHARES THE PREFERENCE VOTES SHALL BE EXERCISED PRO-RATE IN PROPORTION TO THE NUMBER OF PREFERENCE SHARES HELD**

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## Statement of Capital (Totals)

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Currency:	<b>EUR</b>	Total number of shares:	<b>1568943104</b>
		Total aggregate nominal value:	<b>1568943104</b>
		Total aggregate amount unpaid:	<b>0</b>
Currency:	<b>USD</b>	Total number of shares:	<b>3651148811</b>
		Total aggregate nominal value:	<b>3651148811</b>
		Total aggregate amount unpaid:	<b>0</b>

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### Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Administrator, Administrative Receiver, Receiver, Receiver Manager, CIC Manager.