

SH01

Return of allotment of shares



Companies House

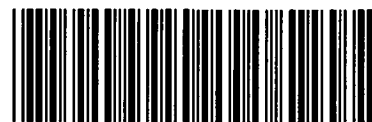


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www.gov.uk/companieshouse

☒ **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
shareholders on formation of the company
for an allotment of a new class of
shares by an unlimited company.

THURSDAY



A6BISRG1
A14 27/07/2017 #41
COMPANIES HOUSE

1 Company details

Company number	0	5	4	2	1	3	1	5
Company name in full	GOAL ACQUISITION (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	d	2	d	0	m	0	m	6	y	2	y	0	y	1	y	7
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.
(Please use a continuation page if necessary.)

2 Currency
If currency details are not
completed we will assume currency
is in pound sterling.

Currency ²	Class of shares (E.g. Ordinary/Preference etc.)	Number of shares allotted	Nominal value of each share	Amount paid (including share premium) on each share	Amount (if any) unpaid (including share premium) on each share
EURO	A ORDINARY	1	1	270015826.06	0

If the allotted shares are fully or partly paid up otherwise than in cash, please
state the consideration for which the shares were allotted.

Continuation page
Please use a continuation page if
necessary.

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

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Statement of capital

Complete the table(s) below to show the issued share capital at the date to which this return is made up.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

Please use a Statement of Capital continuation page if necessary.

Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	Number of shares	Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value	Total aggregate amount unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium
Currency table A				
EURO	A ORDINARY	1,568,943,104	1,568,943,104	
	A ORDINARY	1	1	
Totals		1,568,943,105	1,568,943,105	
Currency table B				
USD	PREFERENCE	3,651,148,811	3,651,148,811	
Totals		3,651,148,811	3,651,148,811	
Currency table C				
Totals				
Totals (including continuation pages)		Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
		5,220,091,916		0

❶ Please list total aggregate values in different currencies separately.
For example: £100 + €100 + \$10 etc.

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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 share capital tables in Section 4 .	
Class of share	A ORDINARY	
Prescribed particulars ①	SEE CONTINUATION PAGE	
Class of share	USD PREFERENCE	
Prescribed particulars ①	SEE CONTINUATION SHEET	
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.

A separate table must be used for each class of share.

Continuation page

Please use a Statement of Capital continuation page if necessary.

6	Signature	
	I am signing this form on behalf of the company.	
Signature	<div style="display: flex; align-items: center;"> <div style="margin-right: 20px;">Signature</div> <div style="text-align: center;">  </div> </div>	
	This form may be signed by: Director ②, Secretary, Person authorised ②, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.	

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

Company name

Address

**Amanda Brunjes
Company Secretary Assistant
Chivas Brothers Limited
111-113 Renfrew Road
Paisley PA3 4DY**

Post town

County/Region

Postcode

Country

DX

Telephone



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 relevant 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,
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.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse

Shares allotted

2 Currency
If currency details are not completed we will assume currency is in pound sterling.

[illegible]

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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)

Statement of capital

Complete a separate table for each currency.

Totals

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

Class of share	A ORDINARY	
Prescribed particulars	<p>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.</p>	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	USD PREFERENCE SHARES	
Prescribed particulars	<p>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 WIDCH 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</p> <p>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;</p> <p>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</p>	