

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 for**
You cannot use this form to give
notice of shares taken on formation of the
company for an allotment of shares by an unlimited
company

MONDAY



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uk

LD4 *L5RAWVXF* 18/07/2011 50
COMPANIES HOUSE

1 Company details

Company number 0 5 7 2 9 7 1 9

Company name in full PD Parks 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 ①

From Date d2 d4 m0 m6 y2 y0 y1 y1
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

Class of shares (E.g. Ordinary/Preference etc.)	Currency ②	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
Preferred Shares		45195	0.00001	0.00	

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)

Consideration being the transfer to the Company of 45,195 capitalisation
shares in PD Parks Limited

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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
Ordinary	1.00		1220936	£ 12209.36
Preferred	0.00001		45195	£ 0.45195
				£
		0.00	0	£
Totals			1266131	£ 12209.81

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	1266131	
Total aggregate nominal value ④	12209.81	

① Including both the nominal value and any share premium

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

② Total number of issued shares in this class

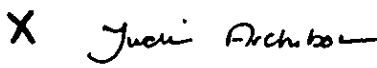
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7 Statement of capital (Prescribed particulars of rights attached to shares)

	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
Class of share	Ordinary	
1 Prescribed particulars	<p>The ordinary shares have attached to them full voting rights, they do not confer any rights of redemption.</p> <p>Sums distributed by the Company in respect of any financial year in the nature of income shall be apportioned amongst the Ordinary Shareholders in proportion to the number of Ordinary Shares held by them respectively</p> <p>On a Realisation, the Realisations Proceeds shall</p>	
Class of share	Preferred	A separate table must be used for each class of share
1 Prescribed particulars	<p>The Preferred Shares shall not be entitled to receive any sums distributed by the Company in respect of any financial year in the nature of income. The Preferred Shares carry no right to vote and are not redeemable</p> <p>For details of sums distributed on a realisation, see the process listed in the box above and the two continuation pages, relating to ordinary shares, preferred shares and super preferred shares.</p>	Continuation page Please use a Statement of Capital continuation page if necessary
Class of share		
1 Prescribed particulars		

8 Signature

	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
	This form may be signed by: Director 2 , Secretary, Person authorised 3 , Administrator, Administrative receiver, Receiver, Receiver manager, CIG manager	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 Katy Maier (ksm/621486)

Company name Macfarlanes LLP

Address 20 Cursitor Street

Post town

County/Region London

Postcode E C 4 A 1 L T

Country UK

DX DX No 138 Chancery Lane

Telephone +44 (0)20 7831 9222



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,
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 enquires@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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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	Ordinary Shares	
Prescribed particulars	<p>(cont) be apportioned amongst the Shareholders in the following order of priority:</p> <ul style="list-style-type: none"> - first, in paying to the Ordinary Shareholders, the Super Preferred Shareholders and the Preferred Shareholders, in respect of the Ordinary Shares, Super Preferred Shares and Preferred Shares held by them, an aggregate sum of £100 in proportion to the number of such Shares held by them respectively, - second, in paying to the Deferred Shareholders (if any) in respect of the Deferred Shares held by them, an aggregate sum of £0.01 in proportion to the number of Deferred Shares held by them respectively, - third, in paying to the Super Preferred Shareholders, in respect of the Super Preferred Shares held by them, an aggregate amount equal to the Super Preferred Return in proportion to the number of Super Preferred Shares held by them respectively, - fourth, in paying to the Preferred Shareholders, in respect of the Preferred Shares held by them, an aggregate amount up to the Hurdle Amount in proportion to the number of Preferred Shares held by them respectively, and - fifth, in paying the balance to the Ordinary Shareholders, in respect of the Ordinary Shares held by them, in proportion to the number of Ordinary Shares held by them respectively <p>Definitions</p> <p>"Realisation" means a listing, a sale or a winding up of the Company</p> <p>"Realisation Proceeds" means (a) in the event of a listing, the cash received in respect of all the Shares (excluding for the avoidance of doubt, any shares to be issued by the Company on the Listing to raise additional finance for the Company), (b) in the event of a sale, the cash received on completion of the sale in respect of all the shares and (c) in the event of a winding up of the Company, the total cash received in relation to such winding up in respect of all the Shares.</p> <p>"Super Preferred Return" means a sum calculated in accordance with the following equation $A \times (B/C)$ where A is an amount equal to the lower of (i) 12.5% of the Realisation Proceeds and (ii) £8,100,00; B is the aggregate number of Super Preferred Shares held by employees or former employees as at the date of realisation, and C is the aggregate number of Super Preferred Shares comprised in the share capital of the Company as at the Adoption Date, specified in Article 4.1.2 of</p>	

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

Class of share	Ordinary	
Prescribed particulars	<p>(continued from previous continuation page)</p> <p>the Articles filed with Companies House adopted on 24 June 2011;</p> <p>"Hurdle Amount" means in respect of the Realisation Proceeds, (a) £47,700,000 if the Realisation Date occurs on or prior to 31 January 2012, (b) £49,800,000 if the Realisation Date occurs between 1 February 2012 and 31 July 2012 (both dates inclusive) (c) £52,100,000 if the Realisation Date occurs between 1 August 2012 and 31 January 2013 (both dates inclusive) (d) £54,400,000 if the Realisation Date occurs between 1 February 2013 and 31 January 2013 (both dates inclusive) (e) £56,900,000 if the Realisation Date occurs on or after 1 August 2013</p>	