

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 on formation of the company
for an allotment of a new share by an unlimited company

FRIDAY



LD6 19/03/2010 147
COMPANIES HOUSE

1 Company details

Company number

Company name in full

→ **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

To Date

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)
Ordinary		8,335	1 00	0 00	1 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

Details of non-cash
consideration

If a PLC, please attach
valuation report (if
appropriate)

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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

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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 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	£0 00	4991665	£ 4,991,665 00
Ordinary	£0 00	£1 00	8335	£ 8,335 00
Preference	£1 00	£0 00	87604389	£87,604,389 00
				£
Totals			92604389	£92,604,389 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

③ 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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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	Ordinary
Prescribed particulars ①	Please see part A of the attached schedule
Class of share	Preference
Prescribed particulars ①	Please see part B of the attached schedule
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 and any terms or conditions relating to redemption of these shares

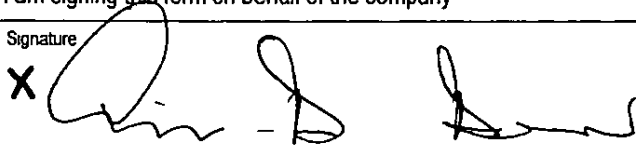
A separate table must be used for each class of share

Continuation page

Please use a Statement of Capital continuation page if necessary

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Signature

Signature	I am signing this form on behalf of the company	
	<div style="border: 1px solid black; padding: 5px;"> Signature  </div>	
	This form may be signed by Director ②, Secretary, Person authorised ③, 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 **Alexandra Winter**

Company name **Weil Gotshal & Manges**

Address **One South Place**

Post town

County/Region **London**

Postcode

E	C	2	M		2	W	G
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Country **UK**

DX **124402 London City**

Telephone **02079031310**



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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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	ORDINARY SHARES	
Prescribed particulars	<p>1 Voting Rights</p> <p>1 1 Subject to paragraph 1 2 below, each Ordinary Shareholder</p> <p>1 1 1 is entitled to receive notice of, and to attend and vote at, general meetings of the Company, and</p> <p>1 1 2 who is an individual (present in person or by proxy) or a corporate entity (present by a duly authorised representative or by proxy) or, if not present as aforesaid, whose Beneficiary is present in person, by authorised representative or proxy, has</p> <p>(a) on a show of hands, one vote, or</p> <p>(b) on a poll, one vote for each Ordinary Share of which that person is the holder</p> <p>1 2 On any shareholder vote in respect of any resolution of the Company in order to effect an Emergency Share Issue, the Ordinary Shares held by the Investors shall confer on the Investors the right to exercise 75 per cent of the total number of votes of all the holders of Shares in the capital of the Company exercisable at any general meeting of the Company</p> <p>2 Dividend Rights</p> <p>2 1 The profits which are available for distribution (including retained distributable profits) shall be applied</p> <p>2 1 1 first in paying to the Preference Shareholders a fixed cumulative preferential net cash dividend (the "Dividend") at the rate of 8 per cent per annum on the par value of each Preference Share which is fully paid (together with any premium paid at the date of the issue (the "Subscription Price") and any accrued but unpaid dividends)</p> <p>2 1 2 The balance of profits then remaining available for distribution will be distributed by way of dividend among the Ordinary Shareholders The Ordinary Shares rank equally in respect of income Any such profits will be distributed among the Ordinary Shareholders pro rata to the nominal value of each Ordinary Share held by them</p> <p>Cont'd/</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	ORDINARY SHARES	
Prescribed particulars	<p>3 Capital Distribution Rights</p> <p>3 1 In the event of a winding-up of the Company or any other return of capital, the assets of the Company remaining after payment of its debts and liabilities and of the costs, charges and expenses of such winding-up or return of capital shall be applied</p> <p>3 1 1 first, in paying to the Preference Shareholders a sum equal to the Subscription Price on each Preference Share held by them together with a sum equal to all unpaid accruals of any Dividend (whether declared or not) calculated down to and including the date of the repayment or winding-up, and</p> <p>3 1 2 secondly, in distributing the balance among the Ordinary Shareholders in proportion to the number of Ordinary Shares held by each Ordinary Shareholder</p> <p>3 2 On a Sale, the proceeds of the issued share capital must be applied in the same manner as set out in paragraph 3 1 above</p> <p>4 Redemption</p> <p>The Ordinary Shares are non- redeemable but may be bought back at the option of the Company in accordance with the procedure set out in the Companies Act 2006</p> <p>5 Definitions</p> <p>"Beneficiary" in relation to a Shareholder, a person or persons on whose behalf that Shareholder holds its Shares,</p> <p>"Board" the board of directors for the time being of the Company,</p> <p>"Emergency Share Issue" any issue of securities in the Company where</p> <p>(a) there has occurred and is continuing an event of default under a Finance Document where such event of default has not been waived by the relevant providers of finance, or</p> <p>(b) in the reasonable opinion of the Specified Majority, acting in good faith, there is a likelihood of an event of default under any Finance Document occurring and the issue of securities is, in the reasonable opinion of the Investors, having consulted the Board, necessary to avoid the event of default occurring,</p> <p>Cont'd/</p>	

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Class of share	ORDINARY SHARES	
Prescribed particulars	<p>"Finance Documents" Senior Facility Agreement, the PIK Facility Agreement and the Intercreditor Deed and all security documents entered into in connection with any of them,</p> <p>"Group" the Company and each subsidiary undertaking from time to time,</p> <p>"Investor(s)" the Original Investor(s) and any person who is designated as an Investor under the Investment Agreement,</p> <p>"Investment Agreement" the investment agreement relating to the Company dated 21 May 2009,</p> <p>"Ordinary Shareholders" the holders of the Ordinary Shares from time to time,</p> <p>"Ordinary Shares" the Ordinary Shares of £1 00 each in the capital of the Company,</p> <p>"Original Investor" Knight (Cayman) Limited,</p> <p>"PIK Facility Agreement" the PIK facility agreement dated 21 May 2007 between, amongst others, Knight Pikco Limited as borrower, Knight PIK Cleanco Limited as guarantor, the financial institutions listed as original PIK lenders, Lehman Brothers International (Europe) and Lloyds TSB Bank plc as mandated lead arrangers, Lehman Brothers International (Europe) as PIK facility agent and Lehman Brothers International (Europe) as PIK security agent,</p> <p>"Preference Shareholder" the holders of Preference Shares from time to time,</p> <p>"Preference Shares" 8% Cumulative Preference Shares of £1 00 each in the capital of the Company,</p> <p>"Sale" the sale and transfer of all of the Shares in the Company or the sale of the whole (or substantially the whole) of the assets and undertakings of the Company or the Group,</p> <p>"Senior Facility Agreement" the senior and second lien facilities agreement dated 21 May 2007 between, amongst others, Knight Cleanco Limited, the companies listed as original borrowers and as original guarantors, Lehman Brothers International (Europe) and Lloyds TSB Bank plc as mandated lead arrangers and bookrunners, the financial institutions listed as original lenders and Lloyds TSB Bank plc as facility agent, issuing bank and security agent,</p>	
	Cont'd/	

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7 Statement of capital (Prescribed particulars of rights attached to shares)		
Class of share	ORDINARY SHARES	
Prescribed particulars	<p>"Shareholders" the holders for the time being of Shares,</p> <p>"Shares" shares of any class in the capital of the Company from time to time, and</p> <p>"Specified Majority" the holders of more than 50% in nominal value of the Shares for the time being in issue and/or such person's Beneficiaries</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	PREFERENCE SHARES	
Prescribed particulars	<p>1 Voting Rights</p> <p>Each Preference Shareholder is entitled to receive notice of and attend and speak at any general meeting, but is not entitled in his capacity as a Preference Shareholder to vote upon any resolution</p> <p>2 Dividend Rights</p> <p>The profits which are available for distribution (including retained distributable profits) shall be applied first in paying to the Preference Shareholders a fixed cumulative preferential net cash dividend (the "Dividend") at the rate of 8 per cent per annum on the par value of each Preference Share which is fully paid (together with any premium paid at the date of the issue (the "Subscription Price") and any accrued but unpaid dividends) The Dividend will be distributed among the Preference Shareholders according to the amounts paid up or credited as paid up on each Preference Share and will accrue on a daily basis and compounded annually on 31 December, whether or not earned or declared, in respect of the period from the date of issue to the date on which such Dividend is paid</p> <p>3 Capital Distribution Rights</p> <p>3 1 In the event of a winding-up of the Company or any other return of capital, the assets of the Company remaining after payment of its debts and liabilities and of the costs, charges and expenses of such winding-up or return of capital shall be applied first, in paying to the Preference Shareholders a sum equal to the Subscription Price on each Preference Share held by them together with a sum equal to all unpaid accruals of any Dividend (whether declared or not) calculated down to and including the date of the repayment or winding-up</p> <p>3 2 On a Sale, the proceeds of sale of the issued share capital must be applied in the same manner as set out in paragraph 3 1 above</p> <p>4 Redemption</p> <p>The Preference Shares are non-redeemable</p> <p>5 Definitions</p> <p>"Group" the Company and each subsidiary undertaking from time to time,</p> <p>"Preference Shareholder" the holders of Preference Shares from time to time,</p> <p>Cont'd/</p>	

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7 Statement of capital (Prescribed particulars of rights attached to shares)		
Class of share	PREFERENCE SHARES	
Prescribed particulars	<p>"Preference Shares" 81% Cumulative Preference Shares of £1 00 each in the capital of the Company, and</p> <p>"Sale" the sale and transfer of all of the Shares in the Company or the sale of the whole (or substantially the whole) of the assets and undertakings of the Company or the Group</p>	