

# SH01

## Return of allotment of shares



Companies House



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[www.gov.uk/companieshouse](http://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 on formation of the company  
for an allotment of a new class of shares by an unlimited company.

THURSDAY



A16 \*A70S4CB5\* 01/03/2018 #75  
COMPANIES HOUSE

### 1 Company details

Company number 06366226

Company name in full TRULY SPV 1 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

From Date d2 d5 m0 m1 y2 y0 y1 y8  
To Date d2 d5 m0 m1 y2 y0 y1 y8

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
GBP	A ORDINARY	446,556,640	0.10	44,655,664	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)

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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
<b>Currency table A</b>				
GBP	DEFERRED ORDINARY	84,375	8437.5	
GBP	A ORDINARY	447,260,301	44,726,030.1	
GBP	A PREFERENCE	83640610	83640610	
<b>Totals</b>		530,985,286	128,375,077.6	0.00

<b>Currency table B</b>				
<b>Totals</b>				

<b>Currency table C</b>				
<b>Totals</b>				

**Totals (including continuation pages)**

Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
534,274,065	131,397,151.50	£0.00

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

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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 share capital tables in **Section 4**.

Class of share

DEFERRED ORDINARY

Prescribed particulars  
①

(SEE CONTINUATION PAGES)

Class of share

A ORDINARY

Prescribed particulars  
①

(SEE CONTINUATION PAGES)

Class of share

A PREFERENCE

Prescribed particulars  
①

(SEE CONTINUATION PAGES)

**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.

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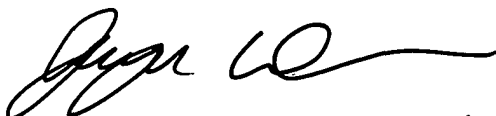
**Signature**

I am signing this form on behalf of the company.

Signature

Signature

X



X

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 Daniel Johnstone

Company name Willkie Farr & Gallagher (UK) LLP

Address 1 Ropemaker Street

Post town London

County/Region

Postcode E C 2 Y 9 A W

Country United Kingdom

DX

Telephone 020 3580 4832



### 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](http://www.gov.uk/companieshouse) 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.gov.uk/companieshouse](http://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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## Return of allotment of shares

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  
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appropriate)

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### Statement of capital

Complete the table below to show the issued share capital.  
Complete a separate table for each currency.

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
GBP	B PREFERENCE	2,992,440	2992440	
GBP	C ORDINARY	296,339	29633.90	
Totals		3,288,779	3,022,073.9	0.00

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5 Statement of capital (prescribed particulars of rights attached to shares)		
Class of share	DEFERRED ORDINARY	
Prescribed particulars	THE DEFERRED SHARES WILL ENTITLE THE HOLDERS THEREOF TO RECEIVE NOTICE OF ALL GENERAL MEETINGS BUT WILL NOT ENTITLE THE HOLDERS TO ATTEND OR VOTE AT ANY GENERAL MEETING.	



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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	A ORDINARY	
Prescribed particulars	<p>1 THE VOTING RIGHTS ATTACHED TO EACH A ORDINARY SHARE SHALL BE AS FOLLOWS: 1.1 ON A SHOW OF HANDS EVERY SHAREHOLDER HOLDING ONE OR MORE A ORDINARY SHARES WHO IS PRESENT IN PERSON (INDIVIDUAL) OR BY A DULY AUTHORISED REPRESENTATIVE (CORPORATION) OR BY PROXY UNLESS THE PROXY (IN EITHER CASE) OR THE REPRESENTATIVE IS HIMSELF A MEMBER ENTITLED TO VOTE SHALL HAVE ONE VOTE; 1.2 ON A POLL EVERY SHAREHOLDER HOLDING ONE OR MORE A ORDINARY SHARE WHO IS PRESENT IN PERSON (INDIVIDUAL) OR BY A DULY AUTHORISED REPRESENTATIVE (CORPORATION) OR BY PROXY SHALL HAVE ONE VOTE FOR EACH A ORDINARY SHARE OF WHICH HE IS THE HOLDER. 2 THE PROVISIONS OF PARAGRAPH 3 SHALL APPLY IF (WITHOUT INVESTOR CONSENT): 2.1 THERE HAS BEEN PROPOSED A RESOLUTION FOR THE WINDING-UP OF THE COMPANY A RESOLUTION FOR A REDUCTION IN THE CAPITAL OF THE COMPANY OR A RESOLUTION VARYING ANY OF THE RIGHTS ATTACHING TO THE ORDINARY SHARES; OR 2.2 IN THE REASONABLE OPINION OF THE INVESTOR THE COMPANY &amp;/OR ANY OTHER GROUP COMPANY IS IN MATERIAL BREACH OF ANY OF THE TERMS ON WHICH BANKING FACILITIES OR BANK LOANS HAVE BEEN MADE AVAILABLE PURSUANT TO THE FINANCING DOCUMENTS &amp; THAT BREACH CONSTITUTES AN EVENT OF DEFAULT PURSUANT TO SUCH FINANCING DOCUMENTS &amp; SUCH EVENT OF DEFAULT IS NOT OTHERWISE WAIVED BY THE RELEVANT LENDER; OR 2.3 IF A PROPOSED QUOTATION HAS BEEN APPROVED BY THE BOARD (WITH INVESTOR CONSENT &amp; MANAGER MAJORITY CONSENT) IN RESPECT OF ANY RESOLUTION REQUIRED IN CONNECTION WITH ANY BONA FIDE REORGANISATION (INCLUDING AN INCREASE IN SHARE CAPITAL &amp; AUTHORITY TO ALLOT AND/OR ISSUE SHARES FREE OF PREEMPTION RIGHTS) OF THE SHARE CAPITAL OF THE COMPANY WHICH IS NECESSARY TO EFFECT THE QUOTATION AND WHICH TAKES PLACE IMMEDIATELY PRIOR TO SUCH QUOTATION PROVIDED THAT THE RELATIVE ECONOMIC RIGHTS OF THE HOLDERS OF ORDINARY SHARES ARE UNAFFECTED AS A RESULT OF THE REORGANISATION (IGNORING FOR THE AVOIDANCE OF DOUBT ANY ISSUE OF SHARES AT THE QUOTATION PRICE); OR 2.4 IF A PROPOSED REFINANCING HAS BEEN APPROVED BY THE BOARD (WITH INVESTOR CONSENT &amp; MANAGER MAJORITY CONSENT) IN RESPECT OF ANY RESOLUTION REQUIRED IN CONNECTION WITH ANY BONA FIDE REORGANISATION (INCLUDING AN INCREASE IN SHARE CAPITAL &amp; AUTHORITY TO ALLOT AND/OR ISSUE SHARES FREE OF PREEMPTION RIGHTS) OF THE SHARE CAPITAL (CONT.)</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	A ORDINARY	
Prescribed particulars	<p>OF THE COMPANY WHICH IS NECESSARY TO EFFECT THE REFINANCING AND WHICH TAKES PLACE IMMEDIATELY PRIOR TO SUCH REFINANCING PROVIDED THAT THE RELATIVE ECONOMIC RIGHTS OF THE HOLDERS OF ORDINARY SHARES ARE UNAFFECTED AS A RESULT OF THE REORGANISATION (IGNORING FOR THE AVOIDANCE OF DOUBT ANY ISSUE OF SHARES AT THE QUOTATION PRICE); OR 2.4 IF A PROPOSED REFINANCING HAS BEEN APPROVED BY THE BOARD (WITH INVESTOR CONSENT AND MANAGER MAJORITY CONSENT) IN RESPECT OF ANY RESOLUTION REQUIRED IN CONNECTION WITH ANY BONA FIDE REORGANISATION (INCLUDING AN INCREASE IN SHARE CAPITAL &amp; AUTHORITY TO ALLOT AND/OR ISSUE SHARES FREE OF PREEMPTION RIGHTS) OF THE SHARE CAPITAL OF THE COMPANY WHICH IS NECESSARY TO EFFECT THE REFINANCING AND WHICH TAKES PLACE IMMEDIATELY PRIOR TO SUCH REFINANCING PROVIDED THAT THE RELATIVE ECONOMIC RIGHTS OF THE HOLDERS OF ORDINARY SHARES ARE UNAFFECTED AS A RESULT OF THE REORGANISATION. D 3 IF PURSUANT TO PARAGRAPH 2 THE PROVISIONS OF THIS PARAGRAPH 3 APPLY THEN ANY ORDINARY SHARES WHICH ARE NOT INVESTOR SHARES SHALL CEASE TO ENTITLE EACH HOLDER THEREOF TO ATTEND AND VOTE AT ANY GENERAL MEETING OF THE COMPANY. (CONT.)</p>	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	A ORDINARY	
Prescribed particulars	<p>4 THE PROVISIONS OF PARAGRAPH 2 SHALL: 4.1 IN THE CASE OF PARAGRAPH 2.1, PARAGRAPH 2.3 AND PARAGRAPH 2.4 ONLY APPLY IN RELATION TO SUCH RESOLUTION AS IS THERE MENTIONED; &amp; 4.2 IN THE CASE OF PARAGRAPH 2.2 CONTINUE FOR SO LONG AS SUCH BREACH SUBSISTS. 5 FOR THE AVOIDANCE OF DOUBT THE PROVISIONS IN ARTICLE 6.4 SHALL ENABLE THE HOLDERS OF ANY INVESTOR SHARES IN ISSUE TOGETHER: 5.1 TO PASS WRITTEN RESOLUTIONS OF THE COMPANY IN ACCORDANCE WITH THE PROVISIONS OF THE ACT; &amp; 5.2 TO CONSENT TO THE HOLDING OF A GENERAL MEETING OF THE COMPANY ON SHORT NOTICE IN ACCORDANCE WITH THE PROVISIONS OF THE ACT IN EITHER CASE ON THE BASIS THAT ALL SUCH HOLDERS WOULD CONSTITUTE THE ONLY SHAREHOLDERS WHO WOULD BE ENTITLED TO ATTEND &amp; VOTE AT A GENERAL MEETING OF THE COMPANY. 6 THE PROVISIONS OF PARAGRAPH 7 SHALL APPLY IF AT ANY TIME (WITHOUT INVESTOR CONSENT) ANY PERSON BECOMES A LEAVER. 7 IF PURSUANT TO PARAGRAPH 6 THE PROVISIONS OF THIS PARAGRAPH APPLY: 7.1 THE SHARES WHICH SUCH PERSON HOLDS OR TO WHICH HE IS ENTITLED; &amp; 7.2 ANY SHARES FORMERLY HELD BY SUCH PERSON WHICH HAVE BEEN TRANSFERRED EITHER IN BREACH OF THESE ARTICLES OR IN ACCORDANCE WITH ARTICLE 11 (PERMITTED TRANSFERS) SHALL IMMEDIATELY CEASE TO ENTITLE THE HOLDERS TO ATTEND &amp; VOTE AT ANY GENERAL MEETING OR AT ANY SEPARATE CLASS MEETING OF THE COMPANY.</p>	

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7 Statement of capital (Prescribed particulars of rights attached to shares)		
Class of share	A PREFERENCE	
Prescribed particulars	THE A PREFERENCE SHARES WILL ENTITLE THE HOLDERS THEREOF TO RECEIVE NOTICE OF ALL GENERAL MEETINGS BUT WILL NOT ENTITLE THE HOLDERS TO ATTEND OR VOTE AT ANY GENERAL MEETING.	

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7 Statement of capital (Prescribed particulars of rights attached to shares)		
Class of share	B PREFERENCE	
Prescribed particulars	THE B PREFERENCE SHARES WILL ENTITLE THE HOLDERS THEREOF TO RECEIVE NOTICE OF ALL GENERAL MEETINGS BUT WILL NOT ENTITLE THE HOLDERS TO ATTEND OR VOTE AT ANY GENERAL MEETING.	

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## Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	C ORDINARY	
Prescribed particulars	<p>1 THE VOTING RIGHTS ATTACHED TO EACH C ORDINARY SHARE SHALL BE AS FOLLOWS: 1.1 ON A SHOW OF HANDS EVERY SHAREHOLDER HOLDING ONE OR MORE A ORDINARY SHARE WHO IS PRESENT IN PERSON (INDIVIDUAL) OR BY A DULY AUTHORISED REPRESENTATIVE (CORPORATION) OR BY PROXY UNLESS THE PROXY (IN EITHER CASE) OR THE REPRESENTATIVE IS HIMSELF A MEMBER ENTITLED TO VOTE SHALL HAVE ONE VOTE; &amp; 1.2 ON A POLL EVERY SHAREHOLDER HOLDING ONE OR MORE A ORDINARY SHARE WHO IS PRESENT IN PERSON (INDIVIDUAL) OR BY A DULY AUTHORISED REPRESENTATIVE (CORPORATION) OR BY PROXY SHALL HAVE ONE VOTE FOR EACH A ORDINARY SHARE OF WHICH HE IS THE HOLDER. 2 THE PROVISIONS OF PARAGRAPH 3 SHALL APPLY IF (WITHOUT INVESTOR CONSENT): 2.1 THERE HAS BEEN PROPOSED A RESOLUTION FOR THE WINDING-UP OF THE COMPANY A RESOLUTION FOR A REDUCTION IN THE CAPITAL OF THE COMPANY OR A RESOLUTION VARYING ANY OF THE RIGHTS ATTACHING TO THE ORDINARY SHARES; OR 2.2 IN THE REASONABLE OPINION OF THE INVESTOR THE COMPANY &amp;/OR ANY OTHER GROUP COMPANY IS IN MATERIAL BREACH OF ANY OF THE TERMS ON WHICH BANKING FACILITIES OR BANK LOANS HAVE BEEN MADE AVAILABLE PURSUANT TO THE FINANCING DOCUMENTS &amp; THAT BREACH CONSTITUTES AN EVENT OF DEFAULT PURSUANT TO SUCH FINANCING DOCUMENTS &amp; SUCH EVENT OF DEFAULT IS NOT OTHERWISE WAIVED BY THE RELEVANT LENDER; OR 2.3 IF A PROPOSED QUOTATION HAS BEEN APPROVED BY THE BOARD (WITH INVESTOR CONSENT &amp; MANAGER MAJORITY CONSENT) IN RESPECT OF ANY RESOLUTION REQUIRED IN CONNECTION WITH ANY BONA FIDE REORGANISATION (INCLUDING AN INCREASE IN SHARE CAPITAL &amp; AUTHORITY TO ALLOT &amp;/OR ISSUE SHARES FREE OF PREEMPTION RIGHTS) OF THE SHARE CAPITAL OF THE COMPANY WHICH IS NECESSARY TO EFFECT THE QUOTATION &amp; WHICH TAKES PLACE IMMEDIATELY PRIOR TO SUCH QUOTATION PROVIDED THAT THE RELATIVE ECONOMIC RIGHTS OF THE HOLDERS OF ORDINARY SHARES ARE UNAFFECTED AS A RESULT OF THE REORGANISATION (IGNORING FOR THE AVOIDANCE OF DOUBT ANY ISSUE OF SHARES AT THE QUOTATION PRICE); OR 2.4 IF A PROPOSED REFINANCING HAS BEEN APPROVED BY THE BOARD (WITH INVESTOR CONSENT &amp; MANAGER MAJORITY CONSENT) IN RESPECT OF ANY RESOLUTION REQUIRED IN CONNECTION WITH ANY BONA FIDE REORGANISATION (INCLUDING AN INCREASE IN SHARE CAPITAL &amp; AUTHORITY TO ALLOT &amp;/OR ISSUE SHARES FREE OF PREEMPTION RIGHTS) OF THE SHARE CAPITAL (CONT.)</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	C ORDINARY	
Prescribed particulars	<p>OF THE COMPANY WHICH IS NECESSARY TO EFFECT THE REFINANCING &amp; WHICH TAKES PLACE IMMEDIATELY PRIOR TO SUCH REFINANCING PROVIDED THAT THE RELATIVE ECONOMIC RIGHTS OF THE HOLDERS OF ORDINARY SHARES ARE UNAFFECTED AS A RESULT OF THE REORGANISATION. D 3 IF PURSUANT TO PARAGRAPH 2 THE PROVISIONS OF THIS PARAGRAPH 3 APPLY THEN ANY ORDINARY SHARES WHICH ARE NOT INVESTOR SHARES SHALL CEASE TO ENTITLE EACH HOLDER THEREOF TO ATTEND &amp; VOTE AT ANY GENERAL MEETING OF THE COMPANY. 4 THE PROVISIONS OF PARAGRAPH 2 SHALL: 4.1 IN THE CASE OF PARAGRAPH 2.1 PARAGRAPH 2.3 &amp; PARAGRAPH 2.4 ONLY APPLY IN RELATION TO SUCH RESOLUTION AS IS THERE MENTIONED; &amp; 4.2 IN THE CASE OF PARAGRAPH 2.2 CONTINUE FOR SO LONG AS SUCH BREACH SUBSISTS. 5 FOR THE AVOIDANCE OF DOUBT THE PROVISIONS IN ARTICLE 6.4 SHALL ENABLE THE HOLDERS OF ANY INVESTOR SHARES IN ISSUE TOGETHER: 5.1 TO PASS WRITTEN RESOLUTIONS OF THE COMPANY IN ACCORDANCE WITH THE PROVISIONS OF THE ACT; &amp; 5.2 TO CONSENT TO THE HOLDING OF A GENERAL MEETING OF THE COMPANY ON SHORT NOTICE IN ACCORDANCE WITH THE PROVISIONS OF THE ACT IN EITHER CASE ON THE BASIS THAT ALL SUCH HOLDERS WOULD CONSTITUTE THE ONLY SHAREHOLDERS WHO WOULD BE ENTITLED TO ATTEND &amp; VOTE AT A GENERAL MEETING OF THE COMPANY. 6 THE PROVISIONS OF PARAGRAPH 7 SHALL APPLY IF AT ANY TIME (WITHOUT INVESTOR CONSENT) ANY PERSON BECOMES A LEAVER. 7 IF PURSUANT TO PARAGRAPH 6 THE PROVISIONS OF THIS PARAGRAPH APPLY: 7.1 THE SHARES WHICH SUCH PERSON HOLDS OR TO WHICH HE IS ENTITLED; &amp; 7.2 ANY SHARES FORMERLY HELD BY SUCH PERSON WHICH HAVE BEEN TRANSFERRED EITHER IN BREACH OF THESE ARTICLES OR IN ACCORDANCE WITH ARTICLE 11 (PERMITTED TRANSFERS) SHALL IMMEDIATELY CEASE TO ENTITLE THE HOLDERS TO ATTEND &amp; VOTE AT ANY GENERAL MEETING OR AT ANY SEPARATE CLASS MEETING OF THE COMPANY.</p>	