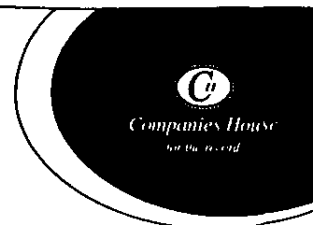


SH01

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
notice of shares take
on formation of the
for an allotment of a
shares by an unlimi

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COMPANIES HOUSE

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1 Company details

Company number 06676820
Company name in full FAST TRAK SOLUTIONS 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 04/02/2011
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)
E ORDINARY	Pounds Sterling	500,000	£1 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)

E SHARES ALLOTTED FOLLOWING THE CONVERSION OF PREFERENCE SHARES INTO E
SHARES IN ACCORDANCE WITH ARTICLE 9 2 OF THE ARTICLES OF ASSOCIATION OF THE
COMPANY

SH01

Return of allotment of shares

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
SEE CONTINUATION PAGE				£
				£
				£
				£
Totals				£

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 ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
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

Total number of shares 627,000

Total aggregate nominal value ④ £501,270

④ Total aggregate nominal value
Please list total aggregate values in different currencies separately. For example £100 + 100 + \$10 etc.

① Including both the nominal value and any share premium

② E g Number of shares issued multiplied by nominal value of each share.

③ Total number of issued shares in this class.

Continuation Pages
Please use a Statement of Capital continuation page if necessary

Please complete the table below to show any class of shares held in other currencies. Please complete a separate table for each currency

① Including both the nominal value and any share premium

② Total number of issued shares in this class.

③ E.g. Number of shares issued multiplied by nominal value of each share.

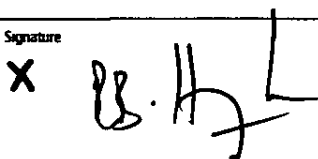
SH01

Return of allotment of shares

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. A separate table must be used for each class of share Continuation page Please use a Statement of Capital continuation page if necessary
Class of share		
Prescribed particulars ①	A Shares, B Shares, A Deferred Shares, C Shares, D Shares, E Shares and Deferred Shares See attached continuation pages	
Class of share		
Prescribed particulars ①		
Class of share		
Prescribed particulars ①		

8 Signature

I am signing this form on behalf of the company.		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
Signature	Signature 	
This form may be signed by: Director ②, Secretary, Person authorised ③, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager		

SH01 - continuation page

Return of allotment of shares

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

Class of share	A SHARES	
Prescribed particulars	<p>a) Right to receive notice of and to attend and vote at general meetings</p> <p>b) Right to receive a dividend to be paid to the holders of the A Shares, B Shares, D Shares and E Shares (pari passu and as if the same constituted one class of share and pro rata the number of shares held) However, until such time as the Preference Shares are redeemed in full and all monies due on such redemption have been paid in full no such dividend shall be declared or paid unless the B Shareholder consents</p> <p>c) In the event of a winding up of the Company or other return of capital, the assets of the Company remaining after payment of its debts and liabilities and the costs charges and expenses of such winding up, and after payment in respect of the preference shares, plus interest, shall be applied in paying the A Shareholders, B Shareholders, D Shareholders and E Shareholders the amount paid up or credited as paid up on such A Shares, B Shares, D Shares or E Shares</p> <p>d) n/a</p>	

SH01 - continuation page

Return of allotment of shares

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

Class of share	B SHARES	
Prescribed particulars	<p>a) Right to receive notice of and to attend and vote at general meetings</p> <p>b) Right to receive a dividend to be paid to the holders of the A Shares, B Shares, D Shares and E Shares (pari passu and as if the same constituted one class of share and pro rata the number of shares held) However, until such time as the Preference Shares are redeemed in full and all monies due on such redemption have been paid in full no such dividend shall be declared or paid unless the B Shareholder consents</p> <p>c) In the event of a winding up of the Company or other return of capital, the assets of the Company remaining after payment of its debts and liabilities and the costs charges and expenses of such winding up, and after payment in respect of the preference shares, plus interest, shall be applied in paying the A Shareholders, B Shareholders, D Shareholders and E Shareholders the amount paid up or credited as paid up on such A Shares, B Shares, D Shares or E Shares</p> <p>d) n/a</p>	

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Return of allotment of shares

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

Class of share	A DEFERRED SHARES	
Prescribed particulars	<p>a) No right to attend and vote at general meetings</p> <p>b) No right to receive any dividend</p> <p>c) In the event of a winding up of the Company or other return of capital, the assets of the Company remaining after payment of its debts and liabilities and the costs charges and expenses of such winding up, and after payment in respect of the preference shares, plus interest, and then payment of the amount paid up or credited as paid up on the A Shares, B Shares, D Shares, E Shares, shall be applied in paying the holders of the A Deferred Shares, Deferred Shares and C Shares the amount paid up on such shares</p> <p>d) On a sale of the A Shares and the B Shares ("the Trigger Date"), the A Deferred Shares or a proportion thereof shall, subject to the holders of the A Deferred Shares remaining directors or employees of the Company, convert into A Shares. The conversion rate shall be determined by the relationship between the LTM EBITDA at the Trigger Date and the planned LTM EBITDA for the same period in the Business Plan. Unless the LTM EBITDA exceeds 75% of the planned LTM EBITDA, the conversion rate shall be nil. Between 76% and 100% of planned LTM EBITDA, all the Deferred Shares shall become A Shares. The conversion shall, as between the holders of the A Deferred Shares, be in their Respective Proportions of A Deferred Shares</p>	

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Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	C SHARES	
Prescribed particulars	<p>a) No right to attend and vote at general meetings</p> <p>b) No right to receive any dividend</p> <p>c) In the event of a winding up of the Company or other return of capital, the assets of the Company remaining after payment of its debts and liabilities and the costs charges and expenses of such winding up, and after payment in respect of the preference shares, plus interest, and then payment of the amount paid up or credited as paid up on the A Shares, B Shares, D Shares, E Shares, shall be applied in paying the holders of the A Deferred Shares, Deferred Shares and C Shares the amount paid up on such shares</p> <p>d) The C Shares shall be and become A Shares each ranking par-passu in all respects with the then issued A Shares and B Shares as follows -</p> <p>i) 500 C Shares on 1 June 2010,</p> <p>ii) 500 C Shares on 1 June 2011, and</p> <p>iii) 1,000 C Shares on 1 June 2012</p> <p>The conversion shall only take place whilst the holder of the C Shares remains a director and employee of the Company</p>	

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Return of allotment of shares

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

Class of share	D SHARES	
Prescribed particulars	<p>a) Right to receive notice of and to attend and vote at general meetings</p> <p>b) Right to receive a dividend to be paid to the holders of the A Shares, B Shares, D Shares and E Shares (par passu and as if the same constituted one class of share and pro rata the number of shares held) However, until such time as the Preference Shares are redeemed in full and all monies due on such redemption have been paid in full no such dividend shall be declared or paid unless the B Shareholder consents</p> <p>c) In the event of a winding up of the Company or other return of capital, the assets of the Company remaining after payment of its debts and liabilities and the costs charges and expenses of such winding up, and after payment in respect of the preference shares, plus interest, shall be applied in paying the A Shareholders, B Shareholders, D Shareholders and E Shareholders the amount paid up or credited as paid up on such A Shares, B Shares, D Shares or E Shares</p> <p>d) The D Shares shall be and become deferred shares having no rights other than to a return of the amount paid up or credited as paid up in respect of such shares on the same date as follows -</p> <p>i) 500 D Shares on 1 June 2010,</p> <p>ii) 500 D Shares on 1 June 2011, and</p> <p>iii) 1,000 D Shares on 1 June 2012</p> <p>The D Shares shall only convert whilst the holder of the C Shares remains a director and employee of the Company</p>	

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Return of allotment of shares

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

Class of share	E SHARES	
Prescribed particulars	<p>a) Right to receive notice of and to attend and vote at general meetings</p> <p>b) Right to receive a dividend to be paid to the holders of the A Shares, B Shares, D Shares and E Shares (par passu and as if the same constituted one class of share and pro rata the number of shares held) However, until such time as the Preference Shares are redeemed in full and all monies due on such redemption have been paid in full no such dividend shall be declared or paid unless the B Shareholder consents</p> <p>c) In the event of a winding up of the Company or other return of capital, the assets of the Company remaining after payment of its debts and liabilities and the costs, charges and expenses of such winding up, and after payment in respect of the Preference Shares, plus interest, shall be applied in paying the A Shareholders, B Shareholders, D Shareholders and E Shareholders the amount paid up or credited as paid up on such A Shares, B Shares, D Shares or E Shares</p> <p>d) n/a</p>	

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Return of allotment of shares

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

Class of share	DEFERRED SHARES	
Prescribed particulars	<p>a) No right to attend and vote at general meetings of the Company</p> <p>b) No right to receive any dividend</p> <p>c) In the event of a winding up of the Company or other return of capital, the assets of the Company remaining after payment of its debts and liabilities and the costs charges and expenses of such winding up, and after payment in respect of the preference shares, plus interest, and then payment of the amount paid up or credited as paid up on the A Shares, B Shares, D Shares, E Shares, shall be applied in paying the holders of the A Deferred Shares, Deferred Shares and C Shares the amount paid up on such shares</p> <p>d) n/a</p>	

SH01

Return of allotment of shares



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

TAYLORS SOLICITORS

Address

NINTH FLOOR

80 MOSLEY STREET

Post town

MANCHESTER

County/Region

Postcode

M 2 3 F X

Country

DX

Telephone

0844 8000 263



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