



Companies House
— for the record —

SH01 (ef)

Return of Allotment of Shares



XJ5AXWTH

Company Name: **KEYNOIR LIMITED**

Company Number: **07117456**

Received for filing in Electronic Format on the: **19/08/2011**

Shares Allotted (including bonus shares)

<i>Date or period during which shares are allotted</i>		<i>From 01/08/2011</i>	<i>To 01/08/2011</i>
Class of shares	A ORDINARY	<i>Number allotted</i>	7883241
		<i>Nominal value of each share</i>	0.0001
<i>Currency</i>	GBP	<i>Amount paid</i>	0.0001
		<i>Amount unpaid</i>	0
Class of shares	B PREFERRED SHARES	<i>Number allotted</i>	50000000
		<i>Nominal value of each share</i>	0.0001
<i>Currency</i>	GBP	<i>Amount paid</i>	0.005
		<i>Amount unpaid</i>	0

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of shares	DEFERRED	<i>Number allotted</i>	305250
		<i>Aggregate nominal value</i>	30.525
<i>Currency</i>	GBP	<i>Amount paid per share</i>	0.0001
		<i>Amount unpaid per share</i>	0

Prescribed particulars

THE DEFERRED SHARES SHALL CARRY NO RIGHTS EXCEPT FOR THE RIGHT TO RECEIVE AN AGGREGATE TOTAL OF ITS NOMINAL VALUE OF £0.0001 ON A LIQUIDATION OR A RETURN OF CAPITAL IF THERE ARE MONIES AVAILABLE AFTER PAYMENT OF AMOUNTS DUE TO THE HOLDERS OF THE A ORDINARY SHARES AND THE PREFERRED SHARES.

Class of shares	ORDINARY	<i>Number allotted</i>	1337609
		<i>Aggregate nominal value</i>	133.761
<i>Currency</i>	GBP	<i>Amount paid</i>	0.0001
		<i>Amount unpaid</i>	0

Prescribed particulars

(1.1) ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION OR PURCHASE OF SHARES) WHERE THE TOTAL ASSETS AVAILABLE FOR DISTRIBUTION ARE LESS THAN THE PREFERENCE AMOUNT (BEING THE SUM OF £1,576,648 TOGETHER WITH A SUM EQUAL TO ANY ARREARS AND ANY DIVIDENDS ACCRUED DOWN TO THE RELEVANT DATE OF PAYMENT IN RESPECT OF EACH PREFERRED SHARE HELD), THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES (THE "SURPLUS ASSETS") SHALL BE APPLIED (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO): (A) FIRST, IN PAYING TO EACH HOLDER OF A ORDINARY SHARES, IN PRIORITY TO ANY OTHER CLASSES OF SHARES, AN AMOUNT PER A ORDINARY SHARE CALCULATED BY DIVIDING THE SURPLUS ASSETS BY THE TOTAL NUMBER OF EQUITY SHARES (BEING THE SHARES OF THE COMPANY EXCLUDING THE DEFERRED SHARES), PROVIDED THAT THE AGGREGATE AMOUNT PAYABLE TO THE A ORDINARY SHAREHOLDERS SHALL NOT, IN ANY CIRCUMSTANCES, EXCEED TEN PER CENT OF THE SURPLUS ASSETS. IF TEN PER CENT OF THE SURPLUS ASSETS IS NOT SUFFICIENT TO SATISFY THE TOTAL AMOUNT THAT WOULD OTHERWISE BE PAYABLE TO THE A ORDINARY SHAREHOLDERS THEN THE AMOUNT AVAILABLE FOR DISTRIBUTION TO THE A ORDINARY SHAREHOLDERS SHALL BE DIVIDED PRO RATA IN RESPECT OF EACH A ORDINARY SHARE; (B) SECOND, IN PAYING TO EACH OF THE PREFERRED SHAREHOLDERS, IN PRIORITY TO ANY OTHER CLASSES OF SHARES AN AMOUNT PER PREFERRED SHARE WHICH SHALL BE CALCULATED BY DIVIDING THE PREFERENCE AMOUNT BY THE TOTAL NUMBER OF EQUITY SHARES. IF THE AMOUNT OF SURPLUS ASSETS IS NOT SUFFICIENT TO SATISFY THE TOTAL PREFERENCE AMOUNT PAYABLE IN RESPECT OF THE PREFERRED SHARES THE AMOUNT AVAILABLE FOR DISTRIBUTION SHALL BE DIVIDED PRO RATA IN RESPECT OF EACH PREFERENCE SHARE; AND (C) THIRD, IF THERE ARE MONIES AVAILABLE AFTER PAYMENT OF THE AMOUNTS AS SET OUT ABOVE AT POINT (1.1)(A) AND (1.1)(B), THE BALANCE OF THE SURPLUS ASSETS SHALL BE DIVIDED PRO RATA AMONG THE SHAREHOLDERS AS FOLLOWS: (I) FIRST, IF THERE ARE SUFFICIENT FUNDS AVAILABLE OUT OF THE SURPLUS ASSETS PAYING TO THE DEFERRED SHAREHOLDERS THE SUM OF £0.0001 ONLY UPON EACH DEFERRED SHARE (IRRESPECTIVE OF ANY SHARE PREMIUM PAID); AND (II) SECOND, IF AFTER PAYING THE AMOUNT IN (1.1)(C)(I), THERE ARE SUFFICIENT FUNDS AVAILABLE OUT OF THE SURPLUS ASSETS IN PAYING TO EACH OF THE SHAREHOLDERS AN AMOUNT FROM THE SURPLUS ASSETS PRO RATA IN RELATION TO THEIR PERCENTAGE HOLDING OF EQUITY SHARES. (1.2) ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION OR PURCHASE OF SHARES) WHERE THE TOTAL ASSETS AVAILABLE FOR DISTRIBUTION ARE EQUAL TO OR MORE THAN THE PREFERENCE AMOUNT, NO LIQUIDATION PREFERENCES AS DETAILED IN POINTS (1.1)(A) AND (1.1)(B) SHALL BE PAYABLE AND THE PREFERRED SHARES AND THE A ORDINARY SHARES SHALL AUTOMATICALLY CONVERT INTO ORDINARY SHARES AND ANY DISTRIBUTION SHALL BE MADE IN ACCORDANCE WITH POINT (1.1)(C) AS DETAILED ABOVE. (2) THE ORDINARY SHARES SHALL CONFER ON EACH HOLDER OF ORDINARY SHARES THE RIGHT TO RECEIVE NOTICE OF AND TO ATTEND. SPEAK AND VOTE AT ALL GENERAL

Class of shares	A ORDINARY	<i>Number allotted</i>	7883241
		<i>Aggregate nominal value</i>	788.324
<i>Currency</i>	GBP	<i>Amount paid</i>	0.0001
		<i>Amount unpaid</i>	0

Prescribed particulars

(1.1) ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION OR PURCHASE OF SHARES) WHERE THE TOTAL ASSETS AVAILABLE FOR DISTRIBUTION ARE LESS THAN THE PREFERENCE AMOUNT (BEING THE SUM OF £1,576,648 TOGETHER WITH A SUM EQUAL TO ANY ARREARS AND ANY DIVIDENDS ACCRUED DOWN TO THE RELEVANT DATE OF PAYMENT IN RESPECT OF EACH PREFERRED SHARE HELD), THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES (THE "SURPLUS ASSETS") SHALL BE APPLIED (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO): (A) FIRST, IN PAYING TO EACH HOLDER OF A ORDINARY SHARES, IN PRIORITY TO ANY OTHER CLASSES OF SHARES, AN AMOUNT PER A ORDINARY SHARE CALCULATED BY DIVIDING THE SURPLUS ASSETS BY THE TOTAL NUMBER OF EQUITY SHARES (BEING THE SHARES OF THE COMPANY EXCLUDING THE DEFERRED SHARES), PROVIDED THAT THE AGGREGATE AMOUNT PAYABLE TO THE A ORDINARY SHAREHOLDERS SHALL NOT, IN ANY CIRCUMSTANCES, EXCEED TEN PER CENT OF THE SURPLUS ASSETS. IF TEN PER CENT OF THE SURPLUS ASSETS IS NOT SUFFICIENT TO SATISFY THE TOTAL AMOUNT THAT WOULD OTHERWISE BE PAYABLE TO THE A ORDINARY SHAREHOLDERS THEN THE AMOUNT AVAILABLE FOR DISTRIBUTION TO THE A ORDINARY SHAREHOLDERS SHALL BE DIVIDED PRO RATA IN RESPECT OF EACH A ORDINARY SHARE; (B) SECOND, IN PAYING TO EACH OF THE PREFERRED SHAREHOLDERS, IN PRIORITY TO ANY OTHER CLASSES OF SHARES AN AMOUNT PER PREFERRED SHARE WHICH SHALL BE CALCULATED BY DIVIDING THE PREFERENCE AMOUNT BY THE TOTAL NUMBER OF EQUITY SHARES. IF THE AMOUNT OF SURPLUS ASSETS IS NOT SUFFICIENT TO SATISFY THE TOTAL PREFERENCE AMOUNT PAYABLE IN RESPECT OF THE PREFERRED SHARES THE AMOUNT AVAILABLE FOR DISTRIBUTION SHALL BE DIVIDED PRO RATA IN RESPECT OF EACH PREFERENCE SHARE; AND (C) THIRD, IF THERE ARE MONIES AVAILABLE AFTER PAYMENT OF THE AMOUNTS AS SET OUT ABOVE AT POINT (1.1)(A) AND (1.1)(B), THE BALANCE OF THE SURPLUS ASSETS SHALL BE DIVIDED PRO RATA AMONG THE SHAREHOLDERS AS FOLLOWS: (I) FIRST, IF THERE ARE SUFFICIENT FUNDS AVAILABLE OUT OF THE SURPLUS ASSETS PAYING TO THE DEFERRED SHAREHOLDERS THE SUM OF £0.0001 ONLY UPON EACH DEFERRED SHARE (IRRESPECTIVE OF ANY SHARE PREMIUM PAID); AND (II) SECOND, IF AFTER PAYING THE AMOUNT IN (1.1)(C)(I), THERE ARE SUFFICIENT FUNDS AVAILABLE OUT OF THE SURPLUS ASSETS IN PAYING TO EACH OF THE SHAREHOLDERS AN AMOUNT FROM THE SURPLUS ASSETS PRO RATA IN RELATION TO THEIR PERCENTAGE HOLDING OF EQUITY SHARES. (1.2) ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION OR PURCHASE OF SHARES) WHERE THE TOTAL ASSETS AVAILABLE FOR DISTRIBUTION ARE EQUAL TO OR MORE THAN THE PREFERENCE AMOUNT, NO LIQUIDATION PREFERENCES AS DETAILED IN POINTS (1.1)(A) AND (1.1)(B) SHALL BE PAYABLE AND THE PREFERRED SHARES AND THE A ORDINARY SHARES SHALL AUTOMATICALLY CONVERT INTO ORDINARY SHARES AND ANY DISTRIBUTION SHALL BE MADE IN ACCORDANCE WITH POINT (1.1)(C) AS DETAILED ABOVE. (2) THE A ORDINARY SHARES SHALL CONFER ON EACH HOLDER OF A ORDINARY SHARES THE RIGHT TO RECEIVE NOTICE OF AND TO ATTEND. SPEAK AND VOTE AT ALL.

Class of shares	B PREFERRED SHARES	<i>Number allotted</i>	50000000
		<i>Aggregate nominal value</i>	5000
<i>Currency</i>	GBP	<i>Amount paid</i>	0.005
		<i>Amount unpaid</i>	0

Prescribed particulars

(1.1) ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION OR PURCHASE OF SHARES) WHERE THE TOTAL ASSETS AVAILABLE FOR DISTRIBUTION ARE LESS THAN THE PREFERENCE AMOUNT (BEING THE SUM OF £1,576,648 TOGETHER WITH A SUM EQUAL TO ANY ARREARS AND ANY DIVIDENDS ACCRUED DOWN TO THE RELEVANT DATE OF PAYMENT IN RESPECT OF EACH PREFERRED SHARE HELD), THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES (THE "SURPLUS ASSETS") SHALL BE APPLIED (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO): (A) FIRST, IN PAYING TO EACH HOLDER OF A ORDINARY SHARES, IN PRIORITY TO ANY OTHER CLASSES OF SHARES, AN AMOUNT PER A ORDINARY SHARE CALCULATED BY DIVIDING THE SURPLUS ASSETS BY THE TOTAL NUMBER OF EQUITY SHARES (BEING THE SHARES OF THE COMPANY EXCLUDING THE DEFERRED SHARES), PROVIDED THAT THE AGGREGATE AMOUNT PAYABLE TO THE A ORDINARY SHAREHOLDERS SHALL NOT, IN ANY CIRCUMSTANCES, EXCEED TEN PER CENT OF THE SURPLUS ASSETS. IF TEN PER CENT OF THE SURPLUS ASSETS IS NOT SUFFICIENT TO SATISFY THE TOTAL AMOUNT THAT WOULD OTHERWISE BE PAYABLE TO THE A ORDINARY SHAREHOLDERS THEN THE AMOUNT AVAILABLE FOR DISTRIBUTION TO THE A ORDINARY SHAREHOLDERS SHALL BE DIVIDED PRO RATA IN RESPECT OF EACH A ORDINARY SHARE; (B) SECOND, IN PAYING TO EACH OF THE PREFERRED SHAREHOLDERS, IN PRIORITY TO ANY OTHER CLASSES OF SHARES AN AMOUNT PER PREFERRED SHARE WHICH SHALL BE CALCULATED BY DIVIDING THE PREFERENCE AMOUNT BY THE TOTAL NUMBER OF EQUITY SHARES. IF THE AMOUNT OF SURPLUS ASSETS IS NOT SUFFICIENT TO SATISFY THE TOTAL PREFERENCE AMOUNT PAYABLE IN RESPECT OF THE PREFERRED SHARES THE AMOUNT AVAILABLE FOR DISTRIBUTION SHALL BE DIVIDED PRO RATA IN RESPECT OF EACH PREFERENCE SHARE; AND (C) THIRD, IF THERE ARE MONIES AVAILABLE AFTER PAYMENT OF THE AMOUNTS AS SET OUT ABOVE AT POINT (1.1)(A) AND (1.1)(B), THE BALANCE OF THE SURPLUS ASSETS SHALL BE DIVIDED PRO RATA AMONG THE SHAREHOLDERS AS FOLLOWS: (I) FIRST, IF THERE ARE SUFFICIENT FUNDS AVAILABLE OUT OF THE SURPLUS ASSETS PAYING TO THE DEFERRED SHAREHOLDERS THE SUM OF £0.0001 ONLY UPON EACH DEFERRED SHARE (IRRESPECTIVE OF ANY SHARE PREMIUM PAID); AND (II) SECOND, IF AFTER PAYING THE AMOUNT IN (1.1)(C)(I), THERE ARE SUFFICIENT FUNDS AVAILABLE OUT OF THE SURPLUS ASSETS IN PAYING TO EACH OF THE SHAREHOLDERS AN AMOUNT FROM THE SURPLUS ASSETS PRO RATA IN RELATION TO THEIR PERCENTAGE HOLDING OF EQUITY SHARES. (1.2) ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION OR PURCHASE OF SHARES) WHERE THE TOTAL ASSETS AVAILABLE FOR DISTRIBUTION ARE EQUAL TO OR MORE THAN THE PREFERENCE AMOUNT, NO LIQUIDATION PREFERENCES AS DETAILED IN POINTS (1.1) (A) AND (1.1)(B) SHALL BE PAYABLE AND THE PREFERRED SHARES AND THE A ORDINARY SHARES SHALL AUTOMATICALLY CONVERT INTO ORDINARY SHARES AND ANY DISTRIBUTION SHALL BE MADE IN ACCORDANCE WITH POINT (1.1)(C) AS DETAILED ABOVE. (2) THE PREFERRED SHARES SHALL CONFER ON EACH HOLDER OF PREFERRED SHARES THE RIGHT TO RECEIVE NOTICE OF AND TO ATTEND. SPEAK OR VOTE AT

Statement of Capital (Totals)

<i>Currency</i>	GBP	<i>Total number of shares</i>	59526100
		<i>Total aggregate nominal value</i>	5952.61

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Administrator, Administrative Receiver, Receiver, Receiver Manager, CIC Manager.