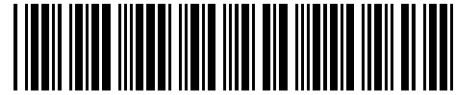




Companies House
— for the record —

SH01 (ef)

Return of Allotment of Shares



Company Name: LONDON SQUARE DEVELOPMENTS (HOLDINGS) LIMITED
XUCEIUSL

Company Number: 07159358

Received for filing in Electronic Format on the: 07/06/2011

Shares Allotted (including bonus shares)

<i>Date or period during which shares are allotted</i>	<i>From</i> 31/05/2011	<i>To</i> 31/05/2011
Class of shares	ORDINARY B	
	<i>Number allotted</i>	30000
	<i>Nominal value of each share</i>	1
<i>Currency</i>	GBP	
	<i>Amount paid</i>	30000
	<i>Amount unpaid</i>	0

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of shares	ORDINARY A	<i>Number allotted</i>	780000
		<i>Aggregate nominal value</i>	780000
<i>Currency</i>	GBP	<i>Amount paid</i>	1
		<i>Amount unpaid</i>	0

Prescribed particulars

DIVIDENDS SUBJECT TO BOARD RECOMMENDATION AND INVESTOR CONSENT, ANY AVAILABLE PROFITS WHICH THE COMPANY DETERMINES DISTRIBUTABLE IN RESPECT OF ANY FINANCIAL YEAR SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE A ORDINARY AND B ORDINARY SHARES (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARE) ACCORDING TO THE NUMBER OF SUCH SHARES HELD BY THE RELEVANT SHAREHOLDER AT THE RELEVANT TIME. RETURN OF CAPITAL AFTER CAPITAL IS RETURNED TO THE HOLDERS OF PREFERENCE SHARES IN ACCORDANCE WITH THE RIGHTS ATTACHING TO THE PREFERENCE SHARES, THE BALANCE OF THE ASSETS OF THE COMPANY (IF ANY) SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE A ORDINARY SHARES AND THE B ORDINARY SHARES (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARE) ACCORDING TO THE AMOUNT PAID UP OR CREDITED AS PAID UP ON EACH SUCH SHARE. VOTING RIGHTS ON A WRITTEN RESOLUTION, EVERY SHAREHOLDER HOLDING ONE OR MORE A ORDINARY SHARES OR B ORDINARY SHARES ON THE DATE ON WHICH THE RESOLUTION IS CIRCULATED AS REQUIRED BY THE ACT, SHALL HAVE ONE VOTE FOR EACH A ORDINARY SHARE AND ONE VOTE FOR EACH B ORDINARY SHARE HELD BY HIM. ON A RESOLUTION TO BE PASSED AT A GENERAL MEETING OF THE COMPANY ON A SHOW OF HANDS, HOLDERS OF A ORDINARY SHARES AND B ORDINARY SHARES PRESENT SHALL HAVE ONE VOTE. ON A RESOLUTION TO BE PASSED AT A GENERAL MEETING OF THE COMPANY ON A POLL, EVERY SHAREHOLDER HOLDING ONE OR MORE A ORDINARY SHARES OR B ORDINARY SHARES, WHO IS PRESENT IN PERSON (OR DULY AUTHORISED REPRESENTATIVE) OR BY PROXY, SHALL HAVE ONE VOTE FOR EACH A ORDINARY SHARE AND ONE VOTE FOR EACH B ORDINARY SHARE OF WHICH HE IS THE HOLDER.

Class of shares	ORDINARY B	<i>Number allotted</i>	155000
		<i>Aggregate nominal value</i>	155000
<i>Currency</i>	GBP	<i>Amount paid</i>	1
		<i>Amount unpaid</i>	0

Prescribed particulars

DIVIDENDS SUBJECT TO BOARD RECOMMENDATION AND INVESTOR CONSENT, ANY AVAILABLE PROFITS WHICH THE COMPANY DETERMINES DISTRIBUTABLE IN RESPECT OF ANY FINANCIAL YEAR SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE A ORDINARY AND B ORDINARY SHARES (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARE) ACCORDING TO THE NUMBER OF SUCH SHARES HELD BY THE RELEVANT SHAREHOLDER AT THE RELEVANT TIME. RETURN OF CAPITAL AFTER CAPITAL IS RETURNED TO THE HOLDERS OF PREFERENCE SHARES IN ACCORDANCE WITH THE RIGHTS ATTACHING TO THE PREFERENCE SHARES, THE BALANCE OF THE ASSETS OF THE COMPANY (IF ANY) SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE A ORDINARY SHARES AND THE B ORDINARY SHARES (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARE) ACCORDING TO THE AMOUNT PAID UP OR CREDITED AS PAID UP ON EACH SUCH SHARE. VOTING RIGHTS ON A WRITTEN RESOLUTION, EVERY SHAREHOLDER HOLDING ONE OR MORE A ORDINARY SHARES OR B ORDINARY SHARES ON THE DATE ON WHICH THE RESOLUTION IS CIRCULATED AS REQUIRED BY THE ACT, SHALL HAVE ONE VOTE FOR EACH A ORDINARY SHARE AND ONE VOTE FOR EACH B ORDINARY SHARE HELD BY HIM. ON A RESOLUTION TO BE PASSED AT A GENERAL MEETING OF THE COMPANY ON A SHOW OF HANDS, HOLDERS OF A ORDINARY SHARES AND B ORDINARY SHARES PRESENT SHALL HAVE ONE VOTE. ON A RESOLUTION TO BE PASSED AT A GENERAL MEETING OF THE COMPANY ON A POLL, EVERY SHAREHOLDER HOLDING ONE OR MORE A ORDINARY SHARES OR B ORDINARY SHARES, WHO IS PRESENT IN PERSON (OR DULY AUTHORISED REPRESENTATIVE) OR BY PROXY, SHALL HAVE ONE VOTE FOR EACH A ORDINARY SHARE AND ONE VOTE FOR EACH B ORDINARY SHARE OF WHICH HE IS THE HOLDER.

Class of shares	PREFERENCE	<i>Number allotted</i>	25622679
		<i>Aggregate nominal value</i>	25622679
<i>Currency</i>	GBP	<i>Amount paid</i>	1
		<i>Amount unpaid</i>	0

Prescribed particulars

DIVIDENDS THE COMPANY SHALL PAY IN RESPECT OF EACH PREFERENCE SHARE A FIXED CUMULATIVE PREFERENTIAL DIVIDEND AT THE ANNUAL RATE OF 10% OF THE ISSUE PRICE PER SHARE TO BE PAID IN 6 MONTHLY EQUAL INSTALMENTS EACH YEAR TO EACH PERSON REGISTERED AS THE HOLDER OF SUCH PREFERENCE SHARE AT THAT DATE, AND WHICH SHALL ACCRUE DAILY AND BE CALCULATED IN RESPECT OF THE PERIOD TO SUCH DATE ASSUMING A 365-DAY YEAR. RETURN OF CAPITAL ON A RETURN OF CAPITAL (EXCEPT ON A REDEMPTION OR PURCHASE BY THE COMPANY OF ANY SHARES), THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES WILL BE APPLIED FIRSTLY TO PAY EACH HOLDER OF PREFERENCE SHARES IN RESPECT OF EACH PREFERENCE SHARE OF WHICH IT IS THE HOLDER, AN AMOUNT EQUAL TO (I) THE ISSUE PRICE THEREOF AND (II) THE AGGREGATE AMOUNT OF ANY ACCRUALS AND/OR ANY UNPAID AMOUNTS OF PREFERENCE DIVIDENDS. VOTING RIGHTS HOLDERS OF PREFERENCE SHARES ARE ENTITLED TO RECEIVE A COPY OF ANY WRITTEN RESOLUTION CIRCULATED TO ELIGIBLE MEMBERS, BUT NOT TO VOTE ON SUCH A RESOLUTION, AND ARE ENTITLED TO RECEIVE NOTICE OF ALL GENERAL MEETINGS, BUT NOT TO ATTEND OR VOTE AT ANY GENERAL MEETING. REDEMPTION ALL PREFERENCE SHARES IN ISSUE ARE LIABLE TO REDEMPTION AS FOLLOWS: (I) ON 31 MARCH 2017 OR (II) IMMEDIATELY PRIOR TO EITHER A SALE OR A QUOTATION. SUBJECT TO INVESTOR CONSENT, THE COMPANY MAY ALSO, AT ANY TIME ON NOT LESS THAN 25 BUSINESS DAYS' NOTICE IN WRITING TO THE HOLDERS OF THE PREFERENCE SHARES, REDEEM, IN MULTIPLES OF NOT LESS THAN 50,000 PREFERENCE SHARES, SUCH TOTAL NUMBER OF PREFERENCE SHARES AS IS SPECIFIED IN SUCH NOTICE. IF THE COMPANY IS AT ANY TIME REDEEMING LESS THAN ALL THE PREFERENCE SHARES FROM TIME TO TIME IN ISSUE, THE NUMBER OF SHARES TO BE REDEEMED SHALL BE APPORTIONED BETWEEN THOSE HOLDERS OF THE PREFERENCE SHARES PRO RATA ACCORDING TO THE NUMBER OF PREFERENCE SHARES HELD BY THEM RESPECTIVELY AT THE DATE FIXED FOR REDEMPTION. THERE SHALL BE PAID TO THE HOLDER OF SUCH SHARE ON THE REDEMPTION OF EACH PREFERENCE SHARE, AN AMOUNT EQUAL TO THE ISSUE PRICE THEREOF, AND ALL ACCRUALS AND/OR UNPAID AMOUNTS OF PREFERENCE DIVIDEND IN RESPECT THEREOF.

Statement of Capital (Totals)

<i>Currency</i>	GBP	<i>Total number of shares</i>	26557679
		<i>Total aggregate nominal value</i>	26557679

Authorisation

Authenticated

This form was authorised by one of the following:

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