

# SH01

## Return of allotment of shares

You can use the WebFiling service to file this form online.

Please go to [www.companieshouse.gov.uk](http://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 class of shares by an unlimited company.

THURSDAY



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02/06/2016

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COMPANIES HOUSE

### 1 Company details

Company number 0 7 4 9 5 7 8 0

Company name in full GSE Research 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 d 2 d 5 m 0 m 5 y 2 y 0 y 1 y 6

To Date d d m m y y y y

#### 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.

Class of shares (E.g. Ordinary/Preference etc.)	Currency ②	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
B Redeemable Preference	GBP	150000	0.00	1.00	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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## 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.

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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
See continuation sheet				£
				£
				£
				£
<b>Totals</b>				£

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 ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
<b>Totals</b>				

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
<b>Totals</b>				

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## Statement of capital (Totals)

	Please give the total number of shares and total aggregate nominal value of issued share capital.	<b>④ Total aggregate nominal value</b> Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.
Total number of shares	935,961	
Total aggregate nominal value ④	145,402.35	

① Including both the nominal value and any share premium.

③ E.g. 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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**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**.

Class of share

ORDINARY SHARES

Prescribed particulars

1

- a. Voting - each holder of Ordinary Shares shall have one vote on a show of hands and one vote per share on a poll vote.  
 b. Dividends - see continuation sheet.  
 c. Capital - see continuation sheet.  
 d. Redemption - all Ordinary Shares are non-redeemable.

Class of share

A ORDINARY SHARES

Prescribed particulars

1

- a. Voting - each holder of A Ordinary Shares shall have one vote on a show of hands and one vote per share on a poll vote subject to certain situations where each A Ordinary Share has 100 votes per share.  
 b. Dividends - see continuation sheet.  
 c. Capital - see continuation sheet.  
 d. Redemption - all A ordinary Shares are non-redeemable.

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.

**8 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 Louisa Hine

Company name Squire Patton Boggs (UK) LLP

Address 6 Wellington Place

Post town Leeds

County/Region

Postcode L S 1 4 A P

Country England

DX

Telephone +44 (0113) 284 7000



**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](http://www.companieshouse.gov.uk) 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.companieshouse.gov.uk](http://www.companieshouse.gov.uk)**

## SH01 - continuation page

### Return of allotment of shares

## Statement of capital

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

Currency	Sterling			
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	0.00	2.0859	58551	58,551.00
A Ordinary	1.00	0.00	86060	86,060.00
B Ordinary	1.00	0.00	31350	31.35
Redeemable Preference	1.00	0.00	360000	360.00
B Redeemable Preference	1.00	0.00	400000	400.00
Totals			935961	145,402.35

① Including both the nominal value and any share premium.

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

**2** Total number of issued shares in this class.

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## Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	A Ordinary, B Ordinary and Ordinary	
Prescribed particulars	<p>b) Dividends The profits of the Company which are available for lawful distribution shall be applied as follows:</p> <p>(i) subject to (ii) below, the Board recommending payment of the same, and Investor Consent, any profits of the Company available for distribution which the Company may determine to distribute in respect of any financial year shall be distributed amongst holders of the A Ordinary Shares, B Ordinary Shares and Ordinary Shares according to the number of Shares held (pari passu as if the same constituted one class of Share) PROVIDED ALWAYS that in the event of an Asset Sale or a Sale and either no GPL A Dividend and/or GPL Ords Dividend have been paid or none of the GPL A Dividend, GPL Ords Dividend nor the GPL B Dividend have been paid, then no dividends shall be payable until such time as the GPL B Dividend, the GPL A Dividend and the GPL Ords Dividend have been paid in full,</p> <p>(ii) in the event of an Asset Sale or a Sale, dividends are paid in the following manner and order of priority - firstly, an amount equal to 22.5% of the GPL Proceeds to the holders of B Ordinary Shares as a class in proportion to the number of B Ordinary Shares held by them (the "GPL B Dividend"); and secondly, the balance of the GPL Proceeds to the holders of A Ordinary Shares and Ordinary Shares (pari passu as if the same constituted one class of share) in proportion to the number of A Ordinary Shares and Ordinary Shares held by them respectively with the proportion payable to the holders of A Ordinary Shares being the "GPL A Dividend" and the proportion payable to the holders of Ordinary Shares being the "GPL Ords Dividend"</p> <p>SUBJECT TO Investor Consent in relation to the payment of the GPL A Dividend and the prior written consent of the persons who together hold a majority in number of the Ordinary Shares in issue at that time in relation to the payment of the GPL Ords Dividend PROVIDED ALWAYS THAT in the event that the Company does not have sufficient distributable reserves to pay (A) the GPL B Dividend, the GPL A Dividend and the GPL Ords Dividend in full, then the GPL A Dividend and the GPL Ords Dividend (in so far as there has been Investor Consent or consent of the persons who together hold a majority in number of the Ordinary Shares in issue at that time as appropriate in relation to the payment of GPL A Dividend or GPL Ords Dividend as appropriate) shall not be paid until such time as the Company has sufficient distributable reserves to pay the GPL A Dividend and the GPL Ords Dividend in full; or (B) the GPL B Dividend in full, then the GPL B Dividend shall not be paid until such time as the Company has sufficient distributable reserves to pay the GPL B Dividend in full and the GPL A Dividend and GPL Ords Dividend (in so far as there has been Investor Consent or consent of the persons who together hold a majority in number of the Ordinary Shares in issue at that time as appropriate in relation to the payment of GPL A Dividend or GPL Ord Dividend as appropriate) shall not be paid until such time as the Company has paid the GPL B Dividend in full and has sufficient distributable reserves to pay the GPL A Dividend and GPL Ords Dividend in full</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 Ordinary, B Ordinary and Ordinary
Prescribed particulars	<p>c) Capital, Firstly, in paying to each holder of Redeemable Preference Shares the Redemption Premium on each Redeemable Preference Share; Secondly in paying to each holder of Redeemable Preference Shares the Issue Price of the Redeemable Preference Shares; Thirdly, in paying to each B Redeemable Preference Shareholder the B Redemption Premium on each B Redeemable Preference Share held by them; Fourthly, in paying each B Redeemable Preference Shareholder the Issue Price of these B Redeemable Preference Shares; Fifthly, in paying to each holder of A Ordinary Shares, B Ordinary Shares and Ordinary Shares (pari passu as if the same constituted one class of share) an amount equal to the aggregate Issue Price of all the A Ordinary Shares, B Ordinary Shares and Ordinary Shares held by them; Sixthly, if the GPL Dividend has been paid - (i) subject to the GPL A Dividend not having been paid, in paying to the holders of A Ordinary Shares in proportion to the number of A Ordinary Shares held an amount equal to the GPL A Dividend, and (ii) subject to the GPL Ords Dividend not having been paid, in paying to the holders of Ordinary Shares in proportion to the number of Ordinary Shares held an amount equal to the GPL Ords Dividend, and thereafter in distributing the balance of such assets amongst the Shareholders holding A Ordinary Shares, B Ordinary Shares and Ordinary Shares (pari passu as if the same constituted one class of share) in proportion to the number of A Ordinary Shares, B Ordinary Shares and Ordinary Shares held by them respectively.</p>

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	REDEEMABLE PREFERENCE SHARES	
Prescribed particulars	<p>a. Voting - The holders of Redeemable Preference Shares do not have a right to attend and vote at meetings of the Company;</p> <p>b. Dividends - The holders of Redeemable Preference Shares do not have a right to a dividend;</p> <p>c. Capital - see continuation sheet for A Ordinary, B Ordinary and Ordinary Shares; and</p> <p>d. Redemption - Redeemable Preference Shares shall be redeemed on the earlier of 1 October 2017 or a Realisations. As well as the Issue Price a Redemption Premium of £0.20 per Redeemable Preference Share if payable</p>	



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## Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	B REDEEMABLE PREFERENCE SHARES	
Prescribed particulars	<p>a. Voting - The holders of Redeemable Preference Shares do not have a right to attend and vote at meetings of the Company;</p> <p>b. Dividends - The holders of Redeemable Preference Shares do not have a right to a dividend;</p> <p>c. Capital - see continuation sheet for A Ordinary, B Ordinary and Ordinary Shares; and</p> <p>d. Redemption - B Redeemable Preference Shares are redeemable at any time until 31 December 2018 and upon Realisation and if not redeemed prior thereto on 31 December 2018. As well as the Issue Price, a Redemption Premium is payable on redemption which varies depending on the date of redemption.</p>	