

SH01

Return of allotment of shares



Go online to file this information
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 by share
on formation of the company
for an allotment of a new class of
shares by an unlimited company.



1 Company details

Company number

Company name in full

→ **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

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.
(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
	See Continuation Sheet				

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.

N/A

If a PLC, please attach
valuation report (if
appropriate)

Return of allotment of shares

4

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.

**① Please list total aggregate values in different currencies separately.
For example: £100 + €100 + \$10 etc.**

SH01

Return of allotment of shares

5

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

See Continuation Sheet

Prescribed particulars

1

Class of share

Prescribed particulars

1

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.

A separate table must be used for each class of share.

Continuation page

Please use a Statement of Capital continuation page if necessary.

6

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 1, 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.

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 MATTHEW O'CONNOR

Company name LINKLATERS LLP

Address ONE SILK STREET

Post town LONDON

County/Region GREATER LONDON

Postcode E C 2 Y 8 H Q

Country UNITED KINGDOM

DX 10 CDE

Telephone (44 20) 7456 2000

**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.

**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.

**Further information**

For further information please see the guidance notes on the website at www.gov.uk/companieshouse or email 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

Shares allotted

2 Currency
If currency details are not completed we will assume currency is in pound sterling.

[illegible]

4

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

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SH01 - continuation page

Return of allotment of shares

5 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	A1 Ordinary Shares
Prescribed particulars	<p>Each share carries, at a general meeting, the right to one vote on a poll. The right to vote is determined by reference to the register of members. Where any shareholder resolution is to be passed with a minimum threshold of votes and the Manager Shareholders (as defined in the Articles of Association) vote in such a way as to prevent that threshold being met, the Lead Investors (as defined in the Articles of Association) shall be given such additional number of votes in respect of that particular resolution to ensure that the requisite threshold is met.</p> <p>All dividends shall be declared and paid according to each shareholder's holding of shares on the date of the resolution or decision to declare or pay it and shall be consistent with the allocation of assets provided for below in (i) and (ii). Any proceeds received on an Exit (being an IPO or a sale of the majority of the Shares or the assets of the Group (as defined in the Articles of Association) shall also be allocated on the basis of the below at (i) and (ii).</p> <p>(i) On a return of assets on a Liquidation, reduction of capital or otherwise (other than on a redemption or purchase of Shares of the Company) assets available for distribution to the Shareholders (excluding any assets of the Company that are received by it in respect of its holding of E Ordinary Shares in Turnstone Midco 1 Limited), after payment of the Company's liabilities and all payments to be made in priority, shall be applied to the holders of ordinary shares (excluding E Ordinary Shares) pro rata to their holdings of ordinary shares(excluding E Ordinary Shares). For these purposes, the A1, A2 and B shareholders will be treated as if they had already had distributed to them, any assets that, but for the Deed of Priority (as defined in the Articles of Association) would have been owed to them as a result of the Company's holding in Turnstone Midco 1 Limited.</p> <p>(ii) On a return of assets on a Liquidation, reduction of capital or otherwise (other than a redemption or purchase of Shares), any assets of the Company that are received by it in respect of its holding of E Ordinary Shares in Turnstone Midco 1 Limited that are available for distribution shall, after payment of the Company's liabilities and all payments made in priority, be paid to the holders of E Ordinary Shares only, pro rata to their holding of E Ordinary Shares.</p> <p>The shares are not redeemable.</p>

SH01 - continuation page

Return of allotment of shares

5 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	A2 Ordinary Shares	
Prescribed particulars	<p>Each share carries, at a general meeting, the right to one vote on a poll. The right to vote is determined by reference to the register of members. Where any shareholder resolution is to be passed with a minimum threshold of votes and the Manager Shareholders (as defined in the Articles of Association) vote in such a way as to prevent that threshold being met, the Lead Investors (as defined in the Articles of Association) shall be given such additional number of votes in respect of that particular resolution to ensure that the requisite threshold is met.</p> <p>All dividends shall be declared and paid according to each shareholder's holding of shares on the date of the resolution or decision to declare or pay it and shall be consistent with the allocation of assets provided for below in (i) and (ii). Any proceeds received on an Exit (being an IPO or a sale of the majority of the Shares or the assets of the Group (as defined in the Articles of Association) shall also be allocated on the basis of the below at (i) and (ii).</p> <p>(i) On a return of assets on a Liquidation, reduction of capital or otherwise (other than on a redemption or purchase of Shares of the Company) assets available for distribution to the Shareholders (excluding any assets of the Company that are received by it in respect of its holding of E Ordinary Shares in Turnstone Midco 1 Limited), after payment of the Company's liabilities and all payments to be made in priority, shall be applied to the holders of ordinary shares (excluding E Ordinary Shares) pro rata to their holdings of ordinary shares (excluding E Ordinary Shares). For these purposes, the A1, A2 and B shareholders will be treated as if they had already had distributed to them, any assets that, but for the Deed of Priority (as defined in the Articles of Association) would have been owed to them as a result of the Company's holding in Turnstone Midco 1 Limited.</p> <p>(ii) On a return of assets on a Liquidation, reduction of capital or otherwise (other than a redemption or purchase of Shares), any assets of the Company that are received by it in respect of its holding of E Ordinary Shares in Turnstone Midco 1 Limited that are available for distribution shall, after payment of the Company's liabilities and all payments made in priority, be paid to the holders of E Ordinary Shares only, pro rata to their holding of E Ordinary Shares.</p> <p>The shares are not redeemable.</p>	

SH01 - continuation page

Return of allotment of shares

5 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	B Ordinary Shares	
Prescribed particulars	<p>Each share carries, at a general meeting, the right to one vote on a poll. The right to vote is determined by reference to the register of members. Where any shareholder resolution is to be passed with a minimum threshold of votes and the Manager Shareholders (as defined in the Articles of Association) vote in such a way as to prevent that threshold being met, the Lead Investors (as defined in the Articles of Association) shall be given such additional number of votes in respect of that particular resolution to ensure that the requisite threshold is met.</p> <p>All dividends shall be declared and paid according to each shareholder's holding of shares on the date of the resolution or decision to declare or pay it and shall be consistent with the allocation of assets provided for below in (i) and (ii). Any proceeds received on an Exit (being an IPO or a sale of the majority of the Shares or the assets of the Group (as defined in the Articles of Association) shall also be allocated on the basis of the below at (i) and (ii).</p> <p>(i) On a return of assets on a Liquidation, reduction of capital or otherwise (other than on a redemption or purchase of Shares of the Company) assets available for distribution to the Shareholders (excluding any assets of the Company that are received by it in respect of its holding of E Ordinary Shares in Turnstone Midco 1 Limited), after payment of the Company's liabilities and all payments to be made in priority, shall be applied to the holders of ordinary shares (excluding E Ordinary Shares) pro rata to their holdings of ordinary shares (excluding E Ordinary Shares). For these purposes, the A1, A2 and B shareholders will be treated as if they had already had distributed to them, any assets that, but for the Deed of Priority (as defined in the Articles of Association) would have been owed to them as a result of the Company's holding in Turnstone Midco 1 Limited.</p> <p>(ii) On a return of assets on a Liquidation, reduction of capital or otherwise (other than a redemption or purchase of Shares), any assets of the Company that are received by it in respect of its holding of E Ordinary Shares in Turnstone Midco 1 Limited that are available for distribution shall, after payment of the Company's liabilities and all payments made in priority, be paid to the holders of E Ordinary Shares only, pro rata to their holding of E Ordinary Shares.</p> <p>On an Acquisition Issue (as defined in the Articles of Association), the Aggregate Equity Proceeds (as defined in the Articles of Association) which those B Ordinary Shareholders who were holders of B Ordinary Shares in issue at 11 May 2011 (assuming that all Reserved Shares, (as defined in the Articles of Association) had been issued), are entitled to receive, shall be such percentage of the Aggregate Equity Proceeds as further detailed and calculated in the Articles of Association.</p> <p>The shares are not redeemable.</p>	

SH01 - continuation page

Return of allotment of shares

5 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	E1 Ordinary Shares
Prescribed particulars	<p>Each share carries, at a general meeting, the right to one vote on a poll. The right to vote is determined by reference to the register of members. Subject to s.289 and 290 of the Companies Act 2006 the E1 Ordinary Shareholders present shall have such number of votes so as to exercise five per cent of the votes on any written resolution or resolution to be passed at a general meeting. Where any shareholder a resolution is to be passed with a minimum threshold of votes and the Manager Shareholders (as defined in the Articles of Association) vote in such a way as to prevent that threshold being met, the Lead Investors (as defined in the Articles of Association) shall be given such additional number of votes in respect of that particular resolution to ensure that the requisite threshold is met.</p> <p>All dividends shall be declared and paid according to each shareholder's holding of shares on the date of the resolution or decision to declare or pay it and shall be consistent with the allocation of assets provided for below in (i) and (ii). Any proceeds received on an Exit (being an IPO or a sale of the majority of the Shares or the assets of the Group (as defined in the Articles of Association) shall also be allocated on the basis of the below at (i) and (ii).</p> <p>(i) On a return of assets on a Liquidation, reduction of capital or otherwise (other than on a redemption or purchase of Shares of the Company) assets available for distribution to the Shareholders (excluding any assets of the Company that are received by it in respect of its holding of E Ordinary Shares in Turnstone Midco 1 Limited), after payment of the Company's liabilities and all payments to be made in priority, shall be applied to the holders of ordinary shares (excluding E Ordinary Shares) pro rata to their holdings of ordinary shares (excluding E Ordinary Shares). For these purposes, the A1, A2 and B shareholders will be treated as if they had already had distributed to them, any assets that, but for the Deed of Priority (as defined in the Articles of Association) would have been owed to them as a result of the Company's holding in Turnstone Midco 1 Limited.</p> <p>(ii) On a return of assets on a Liquidation, reduction of capital or otherwise (other than a redemption or purchase of Shares), any assets of the Company that are received by it in respect of its holding of E Ordinary Shares in Turnstone Midco 1 Limited that are available for distribution shall, after payment of the Company's liabilities and all payments made in priority, be paid to the holders of E Ordinary Shares only, pro rata to their holding of E Ordinary Shares.</p> <p>The shares are not redeemable.</p>

SH01 - continuation page

Return of allotment of shares

5 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	E2 Ordinary Shares	
Prescribed particulars	<p>The shares carry no rights to vote at, or to receive notice, attend or speak at, a general meeting.</p> <p>All dividends shall be declared and paid according to each shareholder's holding of shares on the date of the resolution or decision to declare or pay it and shall be consistent with the allocation of assets provided for below in (i) and (ii). Any proceeds received on an Exit (being an IPO or a sale of the majority of the Shares or the assets of the Group (as defined in the Articles of Association) shall also be allocated on the basis of the below at (i) and (ii).</p> <p>(i) On a return of assets on a Liquidation, reduction of capital or otherwise (other than on a redemption or purchase of Shares of the Company) assets available for distribution to the Shareholders (excluding any assets of the Company that are received by it in respect of its holding of E Ordinary Shares in Turnstone Midco 1 Limited), after payment of the Company's liabilities and all payments to be made in priority, shall be applied to the holders of ordinary shares (excluding E Ordinary Shares) pro rata to their holdings of ordinary shares (excluding E Ordinary Shares). For these purposes, the A1, A2 and B shareholders will be treated as if they had already had distributed to them, any assets that, but for the Deed of Priority (as defined in the Articles of Association) would have been owed to them as a result of the Company's holding in Turnstone Midco 1 Limited.</p> <p>(ii) On a return of assets on a Liquidation, reduction of capital or otherwise (other than a redemption or purchase of Shares), any assets of the Company that are received by it in respect of its holding of E Ordinary Shares in Turnstone Midco 1 Limited that are available for distribution shall, after payment of the Company's liabilities and all payments made in priority, be paid to the holders of E Ordinary Shares only, pro rata to their holding of E Ordinary Shares.</p> <p>The shares are not redeemable.</p>	