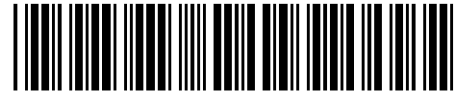




Companies House
— for the record —

SH01 (ef)

Return of Allotment of Shares



X1CGJAS9

Company Name: METIS BIDCO LIMITED

Company Number: 07652466

Received for filing in Electronic Format on the: 04/07/2012

Shares Allotted (including bonus shares)

<i>Date or period during which shares are allotted</i>		<i>From</i> 30/04/2012	<i>To</i> 30/04/2012
Class of shares	ORDINARY C	<i>Number allotted</i>	4715
		<i>Nominal value of each share</i>	1
<i>Currency</i>	GBP	<i>Amount paid</i>	1
		<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>	940478
		<i>Aggregate nominal value</i>	940478
<i>Currency</i>	GBP	<i>Amount paid per share</i>	1
		<i>Amount unpaid per share</i>	0

Prescribed particulars

THE A ORDINARY SHARES CARRY ONE VOTE PER SHARE ON A POLL. ALL DIVIDENDS SHALL BE DECLARED AND THE AMOUNTS REMAINING AFTER DISTRIBUTION OF THE PREFERENCE DIVIDEND SHALL BE DISTRIBUTED TO THE ORDINARY SHAREHOLDERS, DISTRIBUTING 999,999/1,000,000 OF SUCH REMAINING AMOUNT DECLARED TO THE HOLDERS OF THE A AND B ORDINARY SHARES PRO RATA ACCORDING TO THE NUMBER A AND B ORDINARY SHARES HELD BY THEM RESPECTIVELY. ON A RETURN OF CAPITAL ON A LIQUIDATION, REDUCTION OF CAPITAL OR OTHERWISE, THE SURPLUS ASSETS OR PROCEEDS AFTER DISTRIBUTION OF THE PREFERENCE SHARE ENTITLEMENT SHALL BE DISTRIBUTED TO THE ORDINARY SHAREHOLDERS FIRST, IN PAYING TO EACH HOLDER OF ORDINARY SHARES, IN RESPECT OF EACH ORDINARY SHARE OF WHICH HE IS A HOLDER, A SUM EQUAL TO THE ISSUE PRICE AND THEREAFTER, OF THE BALANCE REMAINING, 999,999/1,000,000 TO THE HOLDERS OF THE A AND B ORDINARY SHARES PRO RATA ACCORDING TO THE NUMBER OF A AND B ORDINARY SHARES HELD BY THEM RESPECTIVELY. THE A ORDINARY SHARES ARE NOT REDEEMABLE.

Class of shares	ORDINARY B	<i>Number allotted</i>	208630
		<i>Aggregate nominal value</i>	208630
<i>Currency</i>	GBP	<i>Amount paid per share</i>	1
		<i>Amount unpaid per share</i>	0

Prescribed particulars

THE B ORDINARY SHARES CARRY ONE VOTE PER SHARE ON A POLL. ALL DIVIDENDS SHALL BE DECLARED AND THE AMOUNTS REMAINING AFTER DISTRIBUTION OF THE PREFERENCE DIVIDEND SHALL BE DISTRIBUTED TO THE ORDINARY SHAREHOLDERS, DISTRIBUTING 999,999/1,000,000 OF SUCH REMAINING AMOUNT DECLARED TO THE HOLDERS OF THE A AND B ORDINARY SHARES PRO RATA ACCORDING TO THE NUMBER A AND B ORDINARY SHARES HELD BY THEM RESPECTIVELY. ON A RETURN OF CAPITAL ON A LIQUIDATION, REDUCTION OF CAPITAL OR OTHERWISE, THE SURPLUS ASSETS OR PROCEEDS AFTER DISTRIBUTION OF THE PREFERENCE SHARE ENTITLEMENT SHALL BE DISTRIBUTED TO THE ORDINARY SHAREHOLDERS FIRST, IN PAYING TO EACH HOLDER OF ORDINARY SHARES, IN RESPECT OF EACH ORDINARY SHARE OF WHICH HE IS A HOLDER, A SUM EQUAL TO THE ISSUE PRICE AND THEREAFTER, OF THE BALANCE REMAINING, 999,999/1,000,000 TO THE HOLDERS OF THE A AND B ORDINARY SHARES PRO RATA ACCORDING TO THE NUMBER OF A AND B ORDINARY SHARES HELD BY THEM RESPECTIVELY. THE B ORDINARY SHARES ARE NOT REDEEMABLE.

Class of shares	ORDINARY C	<i>Number allotted</i>	45515
		<i>Aggregate nominal value</i>	45515
<i>Currency</i>	GBP	<i>Amount paid per share</i>	1
		<i>Amount unpaid per share</i>	0

Prescribed particulars

THE C ORDINARY SHARES CARRY ONE VOTE PER SHARE ON A POLL. ALL DIVIDENDS SHALL BE DECLARED AND THE AMOUNTS REMAINING AFTER DISTRIBUTION OF THE PREFERENCE DIVIDEND SHALL BE DISTRIBUTED TO THE ORDINARY SHAREHOLDERS, DISTRIBUTING 1/1,000,000 OF SUCH REMAINING AMOUNT DECLARED TO THE HOLDERS OF THE C ORDINARY SHARES PRO RATA ACCORDING TO THE NUMBER C ORDINARY SHARES HELD BY THEM RESPECTIVELY. ON A RETURN OF CAPITAL ON A LIQUIDATION, REDUCTION OF CAPITAL OR OTHERWISE, THE SURPLUS ASSETS OR PROCEEDS AFTER DISTRIBUTION OF THE PREFERENCE SHARE ENTITLEMENT SHALL BE DISTRIBUTED TO THE ORDINARY SHAREHOLDERS FIRST, IN PAYING TO EACH HOLDER OF ORDINARY SHARES, IN RESPECT OF EACH ORDINARY SHARE OF WHICH HE IS A HOLDER, A SUM EQUAL TO THE ISSUE PRICE AND THEREAFTER, OF THE BALANCE REMAINING, 1/1,000,000 TO THE HOLDERS OF THE C ORDINARY SHARES PRO RATA ACCORDING TO THE NUMBER OF C ORDINARY SHARES HELD BY THEM RESPECTIVELY. THE C ORDINARY SHARES ARE NOT REDEEMABLE.

Class of shares	PREFERENCE	<i>Number allotted</i>	165810093
		<i>Aggregate nominal value</i>	165810093
<i>Currency</i>	GBP	<i>Amount paid</i>	1
		<i>Amount unpaid</i>	0

Prescribed particulars

THE PREFERENCE SHARES CARRY NO VOTING RIGHTS. ALL DIVIDENDS SHALL BE DECLARED AND THE HOLDERS OF THE PREFERENCE SHARES SHALL BE ENTITLED TO A FIXED PREFERENTIAL DIVIDEND (THE "PREFERENCE DIVIDEND") AT THE ANNUAL RATE WHICH IS EQUAL TO 15.25 PER CENT OF THE SUBSCRIPTION PRICE ON EACH PREFERENCE SHARE, AND WHICH SHALL ACCRUE MONTHLY FOR THE PERIOD FROM, AND INCLUDING, THE DATE OF THE FIRST ISSUE OF THE RELEVANT PREFERENCE SHARE UP TO, AND INCLUDING, THE DATE OF REPAYMENT, REDEMPTION OR REPURCHASE OF THE RELEVANT PREFERENCE SHARE BY THE COMPANY IN ACCORDANCE WITH THE PROVISIONS OF THE ARTICLES, AND SHALL BE PAID ON THE DATE OF SUCH REPAYMENT, REDEMPTION OR REPURCHASE THE PREFERENCE DIVIDEND SHALL NOT COMPOUND. THE PREFERENCE DIVIDEND SHALL BE PAID BEFORE THE PAYMENT OF ANY SUMS TO ORDINARY SHAREHOLDERS THE RIGHT TO THE PREFERENCE DIVIDEND HAS PRIORITY OVER THE DIVIDEND RIGHTS OF THE HOLDERS OF ANY OTHER CLASS OF SHARES. ON A RETURN OF CAPITAL ON A LIQUIDATION, REDUCTION OF CAPITAL OR OTHERWISE, THE ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AMONG THE SHAREHOLDERS SHALL BE APPLIED IN PAYING TO THE PREFERENCE SHAREHOLDERS, IN PRIORITY TO ANY PAYMENT TO THE HOLDERS OF ANY OTHER CLASS OF SHARES, (I) THE SUBSCRIPTION PRICE IN RESPECT OF EACH PREFERENCE SHARE AND (II) A SUM EQUAL TO THE ACCRUED AND UNPAID PREFERENCE DIVIDEND CALCULATED TO THE DATE OF RETURN OF CAPITAL IN ACCORDANCE WITH THE ARTICLES (THE "PREFERENCE SHARE ENTITLEMENT") AND PAYABLE IRRESPECTIVE OF WHETHER OR NOT THE COMPANY HAS ENOUGH PROFITS AVAILABLE FOR DISTRIBUTION TO PAY THE ACCRUED AND UNPAID PREFERENCE DIVIDEND THE PREFERENCE SHARES DO NOT CONFER ANY FURTHER RIGHT OF PARTICIPATION IN THE PROFITS OR ASSETS OF THE COMPANY. THE PREFERENCE SHARES SHALL, UNLESS PREVIOUSLY REPAID, REDEEMED OR REPURCHASED BY THE COMPANY, BE REDEEMED BY THE COMPANY IN FULL AT PAR VALUE (TOGETHER WITH THE AMOUNTS OF ACCRUED AND UNPAID PREFERENCE DIVIDEND CALCULATED IN ACCORDANCE WITH ARTICLES) TEN YEARS AFTER THE DATE OF THEIR ISSUE THE PREFERENCE SHARES MAY BE REDEEMED EARLY BY THE COMPANY AT ANY TIME OR BY THE HOLDERS OF A MAJORITY OF THE PREFERENCE SHARES IS ISSUE ON THE OCCURRENCE OF THE EVENTS SPECIFIED IN THE ARTICLES THE TERMS ON WHICH THE PREFERENCE SHARES ARE TO BE REDEEMED ARE ALSO SET OUT IN THE ARTICLES.

Class of shares	D ORDINARY	<i>Number allotted</i>	6250
		<i>Aggregate nominal value</i>	0.01
<i>Currency</i>	GBP	<i>Amount paid per share</i>	1
		<i>Amount unpaid per share</i>	1

Prescribed particulars

THE D ORDINARY SHARES CARRY ONE VOTE FOR EVERY 100 D ORDINARY SHARES HELD BY A SHAREHOLDER. ALL DIVIDENDS SHALL BE DECLARED AND THE AMOUNTS REMAINING AFTER DISTRIBUTION OF THE PREFERENCE DIVIDEND SHALL BE DISTRIBUTED TO THE ORDINARY SHAREHOLDERS, DISTRIBUTING 999,999/1,000,000 OF SUCH REMAINING AMOUNT DECLARED TO THE HOLDERS OF THE A, B AND D ORDINARY SHARES PRO RATA ACCORDING TO NUMBER OF A, B, D ORDINARY SHARES HELD BY THEM RESPECTIVELY. ON A RETURN OF CAPITAL ON A LIQUIDATION, REDUCTION OF CAPITAL OR OTHERWISE, THE SURPLUS ASSETS OR PROCEEDS AFTER DISTRIBUTION OF THE PREFERENCE SHARE ENTITLEMENT SHALL BE DISTRIBUTED TO THE ORDINARY SHAREHOLDERS FIRST, IN PAYING TO EACH HOLDER OF ORDINARY SHARES, IN RESPECT OF EACH ORDINARY SHARE OF WHICH HE IS A HOLDER, A SUM EQUAL TO THE ISSUE PRICE AND THEREAFTER, OF THE BALANCE REMAINING, 999,999/1,000,000 TO THE HOLDERS OF THE A,B AND D ORDINARY SHARES PRO RATA ACCORDING TO THE NUMBER OF A,B AND D ORDINARY SHARES HELD BY THEM RESPECTIVELY. THE D ORDINARY SHARES ARE NOT REDEEMABLE.

Statement of Capital (Totals)

<i>Currency</i>	GBP	<i>Total number of shares</i>	167010966
		<i>Total aggregate nominal value</i>	167004716.01

Authorisation

Authenticated

This form was authorised by one of the following:

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