

SH01

Return of allotment of shares

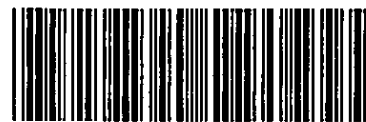


You can use the WebFiling service to file this form online.
Please go to www.companieshouse.gov.uk

☒ **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
notice of shares taken by
on formation of the comp
for an allotment of a new
shares by an unlimited c

SATURDAY



A05 30/06/2012 #291
COMPANIES HOUSE

1 Company details

Company number 0 7 6 5 2 4 6 6

Company name in full METIS BIDCO LIMITED

→ **Filing 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 3 d 0 m 0 m 4 y 2 y 0 y 1 y 2
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
C ORDINARY		4715	1 00	1 00	0
D ORDINARY		6250	0 01	1 00	0

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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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

4

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				£
				£
				£
				£
Totals			0	£ 0 00

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
Totals				

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
Totals				

6

Statement of capital (Totals)

Please give the total number of shares and total aggregate nominal value of issued share capital		④ Total aggregate nominal value Please list total aggregate values in different currencies separately. For example £100 + €100 + \$10 etc.
Total number of shares		
Total aggregate nominal value ④		

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

Continuation Pages

Please use a Statement of Capital continuation page if necessary

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

- 1 Including both the nominal value and any share premium
- 2 Total number of issued shares in this class
- 3 E.g. Number of shares issued multiplied by nominal value of each share

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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

A ORDINARY SHARES

Prescribed particulars

1

Please see continuation sheet

Class of share

B ORDINARY SHARES

Prescribed particulars

1

Please see continuation sheet

Class of share

C ORDINARY SHARES

Prescribed particulars

1

Please see continuation sheet

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

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Signature

I am signing this form on behalf of the company

Signature

Signature

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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Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	A ORDINARY SHARES
Prescribed particulars	<p>The A Ordinary shares carry one vote per share on a poll</p> <p>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 the number A, B and D Ordinary shares held by them respectively.</p> <p>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.</p> <p>The A Ordinary Shares are not redeemable</p>

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Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	B ORDINARY SHARES	
Prescribed particulars	<p>The B Ordinary shares carry one vote per share on a poll.</p> <p>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 the number of A, B and D Ordinary shares held by them respectively</p> <p>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</p> <p>The B Ordinary Shares are not redeemable.</p>	

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Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	C ORDINARY SHARES	
Prescribed particulars	<p>The C Ordinary shares carry one vote per share on a poll</p> <p>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 pari passu to the number the of C Ordinary shares held by each holder.</p> <p>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 of which it is a holder</p> <p>The C Ordinary Shares are not redeemable.</p>	

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Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	D ORDINARY	
Prescribed particulars	<p>The D Ordinary Shares carry one vote for every 100 D Ordinary Shares held by a shareholder</p> <p>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.</p> <p>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</p> <p>The D Ordinary Shares are not redeemable</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	PREFERENCE SHARES	
Prescribed particulars	<p>The Preference Shares carry no voting rights.</p> <p>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.</p> <p>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.</p> <p>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 if 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.</p>	

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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 LAURA FOLEY

Company name TRAVERS SMITH

Address 10 SNOW HILL

Post town LONDON

Country/Region

Postcode E C 1 A 2 A L

Country

DX 111079 LONDON

Telephone 020 7295 3000

**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 appropriate 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.companieshouse.gov.uk or email 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



Companies House
— for the record —

COMPANY NAME: METIS BIDCO LIMITED

COMPANY NUMBER: 07652466

A second filing SH01 was registered on 25/07/12.