

# 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**  
You cannot use this form to  
give notice of shares taken by  
formation of the company  
for an allotment of a new  
share by an unlimited company

FRIDAY



### 1 Company details

Company number 0 7 7 2 9 5 1 4

Company name in full FRIMLEY TOPCO 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

From Date d 1 d 4 m 1 m 0 y 2 y 0 y 1 y 1  
To Date d d m m y y y y

#### 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)

#### Currency

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

Class of shares (E.g. Ordinary/Preference etc.)	Currency	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
'A1' Ordinary	GBP	49,845	0.10	0.01	0
'A2' Ordinary	GBP	20,995	0.10	0.01	0
'B' Ordinary	GBP	8,000	0.10	0.01	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)

The 'B' Ordinary Shares and Ordinary Shares were issued in exchange for  
the transfer to Frimley Topco Limited of loan stock of nominal value equal  
to the subscription cost of the relevant shares.

SH01

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

**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
'A1' Ordinary Shares	0.10	0	49846	£ 498.46
'A2' Ordinary Shares	0.10	0	20995	£ 209.95
'B' Ordinary Shares	0.10	0	8,000	£ 80.00
Ordinary Shares	0.10	0	19,659	£ 196.59
<b>Totals</b>			98500	£ 985.00

**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 ②	Number of shares ③	Aggregate nominal value ④
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

Total number of shares 98,500

Total aggregate nominal value ④ £985

④ Total aggregate nominal value  
Please list total aggregate values in different currencies separately. For example £100 + €100 + \$10 etc.

① Including both the nominal value and any share premium

② 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

③ Total number of issued shares in this class

3

**Shares allotted**

**Please give details of the shares allotted, including bonus shares**

**2 Currency**

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

[illegible]

# SH01 - continuation page

Return of allotment of shares



If the allotted shares are fully or partly paid up otherwise than in cash, please  
state the consideration for which the shares were allotted

Details of non-cash  
consideration

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

# SH01

## Return of allotment of shares

**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 <b>Section 4</b> and <b>Section 5</b>	
Class of share	'A1' Ordinary Shares
Prescribed particulars ①	Please see continuation sheet
Class of share	'A2' Ordinary Shares
Prescribed particulars ①	Please see continuation sheet
Class of share	'B' 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

**8**

### Signature

I am signing this form on behalf of the company	
Signature	<div>Signature</div> <div>X  X</div>
<div>This form may be signed by Director<sup>②</sup>, Secretary, Person authorised<sup>③</sup>, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager</div>	

**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

Company name

Jones Day

Address

21 Tudor Street

London

Post town

County/Region

Postcode

EC4Y 0DJ

Country

DX

DX 67 London/Chancery

Telephone

020 7039 5959



### Checklist

We may return 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



7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	'A1' Ordinary	
Prescribed particulars	<p>These prescribed particulars should be read in conjunction with the Articles of Association of the Company. Defined terms in the following sections shall have the meaning given to them in the Articles of Association.</p> <p><b>Particulars of voting rights</b></p> <p>Each holder of 'A1' Ordinary Shares present in person or by proxy or corporate representative shall be entitled on a show of hands to one vote and, on a poll to one vote for each 'A1' Ordinary Share of which he is the holder but (except where on the basis of one vote per share they would already hold a majority of the total voting rights of the issued share capital of the Company) the issued 'A1' Ordinary Shares shall between them carry 50 1% of the total voting rights of all the issued share capital of the Company and the voting rights of the other voting shares of the Company shall be deemed scaled back accordingly pro rata to the number of such voting shares held by their respective holders</p> <p>During a Default Period and if an Enhancement Notice has been given and is still in force, only the holders of the 'A' Ordinary Shares shall be entitled to receive notice of and (in the case of the 'A1' Ordinary Shares) shall be entitled to attend shareholder meetings and vote.</p> <p><b>Particulars as regards dividends</b></p> <p>Subject to the provisions of the Articles of Association, the 'A1' Ordinary Shares shall rank equally with all other Full Equity Shares as regards dividends.</p> <p><b>Particulars of rights, as regards capital, to participate in a distribution (including on winding up)</b></p> <p>Subject to the provisions of the Articles of Association, on a return of assets on liquidation or otherwise, the assets of the Company remaining after payment of its debts and liabilities and available for distribution shall be distributed between the holders of the 'A' Ordinary Shares, 'B' Ordinary Shares, 'C' Ordinary Shares and Ordinary Shares pro rata to the number of such shares respectively held by them as if they constituted one class of share</p> <p><b>Particulars as to redemption of shares</b></p> <p>The 'A1' Ordinary Shares are not redeemable without Investor Consent.</p>	

## 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.

[illegible]

⑬ 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



# SH01 - continuation page

Return of allotment of shares



7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	'A2' Ordinary	
Prescribed particulars	<p>These prescribed particulars should be read in conjunction with the Articles of Association of the Company. Defined terms in the following sections shall have the meaning given to them in the Articles of Association.</p> <p><b>Particulars of voting rights</b></p> <p>Subject to the voting rights attaching to the 'A1' Ordinary Shares, each holder of 'A2' Ordinary Shares present in person or by proxy or corporate representative shall be entitled on a show of hands to one vote and, on a poll to one vote for each 'A2' Ordinary Share of which he is the holder.</p> <p><b>Particulars as regards dividends</b></p> <p>Subject to the provisions of the Articles of Association, the 'A2' Ordinary Shares shall rank equally with all other Full Equity Shares as regards dividends.</p> <p><b>Particulars of rights, as regards capital, to participate in a distribution (including on winding up)</b></p> <p>Subject to the provisions of the Articles of Association, on a return of assets on liquidation or otherwise, the assets of the Company remaining after payment of its debts and liabilities and available for distribution shall be distributed between the holders of the 'A' Ordinary Shares, 'B' Ordinary Shares, 'C' Ordinary Shares and Ordinary Shares pro rata to the number of such shares respectively held by them as if they constituted one class of share</p> <p><b>Particulars as to redemption of shares</b></p> <p>The 'A2' Ordinary Shares are not redeemable without Investor Consent</p>	

## 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.

[illegible]

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

# SH01 - continuation page

Return of allotment of shares



7	<b>Statement of capital</b> (Prescribed particulars of rights attached to shares)	
Class of share	'B' Ordinary	
Prescribed particulars	<p>These prescribed particulars should be read in conjunction with the Articles of Association of the Company. Defined terms in the following sections shall have the meaning given to them in the Articles of Association</p> <p><b>Particulars of voting rights</b></p> <p>Subject to the voting rights attaching to the 'A1' Ordinary Shares, each holder of 'B' Ordinary Shares present in person or by proxy or corporate representative shall be entitled on a show of hands to one vote and, on a poll to one vote for each 'B' Ordinary Share of which he is the holder</p> <p><b>Particulars as regards dividends</b></p> <p>Subject to the provisions of the Articles of Association, the 'B' Ordinary Shares shall rank equally with all other Full Equity Shares as regards dividends.</p> <p><b>Particulars of rights, as regards capital, to participate in a distribution (including on winding up)</b></p> <p>Subject to the provisions of the Articles of Association, on a return of assets on liquidation or otherwise, the assets of the Company remaining after payment of its debts and liabilities and available for distribution shall be distributed between the holders of the 'A' Ordinary Shares, 'B' Ordinary Shares, 'C' Ordinary Shares and Ordinary Shares pro rata to the number of such shares respectively held by them as if they constituted one class of share.</p> <p><b>Particulars as to redemption of shares</b></p> <p>The 'B' Ordinary Shares are not redeemable without Investor Consent.</p>	

## 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.

[illegible]

**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

# SH01 - continuation page

Return of allotment of shares



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

Class of share	Ordinary	
Prescribed particulars	<p>These prescribed particulars should be read in conjunction with the Articles of Association of the Company. Defined terms in the following sections shall have the meaning given to them in the Articles of Association</p> <p>Particulars of voting rights</p> <p>Subject to the voting rights attaching to the 'A1' Ordinary Shares, each holder of Ordinary Shares that are not Capped present in person or by proxy or corporate representative shall be entitled on a show of hands to one vote and, on a poll to one vote for each such Ordinary Share of which he is the holder.</p> <p>Particulars as regards dividends</p> <p>Subject to the provisions of the Articles of Association, the Ordinary Shares which are not Capped shall rank equally with all other Full Equity Shares as regards dividends.</p> <p>Particulars of rights, as regards capital, to participate in a distribution (including on winding up)</p> <p>Subject to the provisions of the Articles of Association, on a return of assets on liquidation or otherwise, the assets of the Company remaining after payment of its debts and liabilities and available for distribution shall be distributed between the holders of the 'A' Ordinary Shares, 'B' Ordinary Shares, 'C' Ordinary Shares and Ordinary Shares pro rata to the number of such shares respectively held by them as if they constituted one class of share.</p> <p>Particulars as to redemption of shares</p> <p>The Ordinary Shares are not redeemable without Investor Consent.</p>	

## 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.

[illegible]

① Including both the nominal value and any share premium

⑨ E.g. Number of shares issued multiplied by nominal value of each share

② Total number of issued shares in this class