

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 to give
notice of shares taken by subscrip-
tion on formation of the company or
for an allotment of a new class of
shares by an unlimited company

SATURDAY



A13 25/02/2012 #477
COMPANIES HOUSE

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 ¹

From Date d 1 d 0 m 0 m 2 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	GBP	1,500	0.01	0.10	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
Please see continuation sheet				£
				£
				£
				£
Totals				£

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

Total number of shares 100000

Total aggregate nominal value ④ £1,000

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

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

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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	'A1' ORDINARY SHARES	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
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	

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Signature

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

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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		<p>1 Prescribed particulars of rights attached to shares</p> <p>The particulars are</p> <ul style="list-style-type: none"> 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 <p>A separate table must be used for each class of share</p> <p>Continuation page Please use a Statement of Capital continuation page if necessary</p>
Class of share	'C' ORDINARY SHARES	
Prescribed particulars ①	Please see continuation sheet	
Class of share	ORDINARY SHARES	
Prescribed particulars ①	Please see continuation sheet	
Class of share		
Prescribed particulars ①		



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Signature

I am signing this form on behalf of the company		<p>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</p> <p>3 Person authorised Under either section 270 or 274 of the Companies Act 2006</p>
Signature	<p>Signature</p> <p>×</p> <p>×</p> <p>This form may be signed by Director^②, Secretary, Person authorised^③, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager</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	
Company name	Jones Day
Address	
21 Tudor Street	
London	
Post town	
Country/Region	
Postcode	E C 4 Y O D J
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:	
<input type="checkbox"/> The company name and number match the information held on the public Register	
<input type="checkbox"/> You have shown the date(s) of allotment in section 2	
<input type="checkbox"/> You have completed all appropriate share details in section 3	
<input type="checkbox"/> You have completed the appropriate sections of the Statement of Capital	
<input type="checkbox"/> 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 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	

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	GBP			
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	8000	80.00
'C' Ordinary Shares	0.10	0	1500	15.00
Ordinary Shares	0.10	0	19,659	196.59
Totals			100000	1000.00

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

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

Class of share	
Prescribed particulars	

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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>	

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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>Particulars of voting rights</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>Particulars as regards dividends</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>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 'A1' Ordinary Shares are not redeemable without Investor Consent.</p>	

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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>Particulars of voting rights</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>Particulars as regards dividends</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>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 'A2' Ordinary Shares are not redeemable without Investor Consent.</p>	

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7	Statement of capital (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>Particulars of voting rights</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>Particulars as regards dividends</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>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 'B' Ordinary Shares are not redeemable without Investor Consent.</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	'C' 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>The 'C' Ordinary Shares shall carry no right to vote or receive notice of any meetings of shareholders</p> <p>Particulars as regards dividends</p> <p>The 'C' Ordinary Shares do not carry any right to receive dividends or other income distributions</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 'C' Ordinary Shares, 'A' Ordinary Shares, 'B' 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>As regards the allocation of assets or Exit Value to Equity Shares, no 'C' Ordinary Share shall be entitled to receive any allocation unless its Time Conditions are satisfied and (even then) no 'C' Ordinary Share shall be entitled to receive any allocation unless and until each Ordinary Share has been allocated an amount which equals the Hurdle Amount of that 'C' Ordinary Share, at which point that 'C' Ordinary Share shall participate for allocation pro rata with other shares eligible to participate but only as regards the excess of that available aggregate allocation amount</p> <p>Particulars as to redemption of shares</p> <p>The 'C' 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