

# 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 for**  
You cannot use this form to give  
notice of shares taken by subsc  
on formation of the company or  
for an allotment of a new class o  
shares by an unlimited company

FRIDAY



\*A1D2V5G1\*  
A14 13/07/2012 #171  
COMPANIES HOUSE  
A07 30/06/2012 #255  
COMPANIES HOUSE

### 1 Company details

Company number 0 7 8 2 8 4 8 7

Company name in full NIU SOLUTIONS HOLDINGS 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	d	m	m	y	y	y	y
2	7	0	6				

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
A Ordinary		59995	0.20	0.20	
B1 Ordinary		16000	0.45	0.45	
B2 Ordinary		23000	0.01	0.01	

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)





# 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
A Ordinary	0 20		60000	£ 12,000 00
B1 Ordinary	0 45		16000	£ 7,200 00
B2 Ordinary	0 01		23000	£ 230 00
Management Value	3 50		9714	£ 97 14
<b>Totals</b>			108714	£ 19,527 14

#### 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
<b>Totals</b>				

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
<b>Totals</b>				

#### 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	14,208,714
Total aggregate nominal value ③	£33,627.14

③ 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



# 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	A Ordinary
Prescribed particulars ①	See continuation sheet
Class of share	B1 Ordinary
Prescribed particulars ①	See continuation sheet
Class of share	B2 Ordinary
Prescribed particulars ①	See continuation sheet

#### ① Prescribed particulars of rights attached to shares

The particulars are

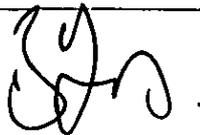
- a particulars of any voting rights, including rights that arise only in certain circumstances,
- b particulars of any rights, as respects dividends, to participate in a distribution,
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and
- 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	Signature  X
This form may be signed by <del>Director</del> ②, Secretary, <del>Person authorised</del> ③, Administrator, Administrative receiver, <del>Receiver, Receiver-manager, CIC manager</del>	

#### 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 – continuation page**  
Return of allotment of shares

Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	<p><b>A Ordinary, B1 Ordinary, B2 Ordinary, Management Value, A Preference and B Preference</b></p>
	<p>In this SH01, the following words and expressions shall have the following meanings unless the context requires otherwise</p> <p><b>"A Ordinary Shareholders"</b> means the holders of A Ordinary shares,</p> <p><b>"A Ordinary Shares"</b> means the A ordinary shares of £0 20 each in the capital of the Company,</p> <p><b>"A Preference Shareholders"</b> means the holders of A Preference Shares,</p> <p><b>"A Preference Shares"</b> means the A preference shares of £0 001 each in the capital of the Company,</p> <p><b>"B Ordinary Shareholders"</b> means the B1 Ordinary Shareholders and the B2 Ordinary Shareholders,</p> <p><b>"B Ordinary Shares"</b> means the B1 Ordinary Shares and the B2 Ordinary Shares,</p> <p><b>"B1 Ordinary Shareholders"</b> means the holders of B1 Ordinary Shares,</p> <p><b>"B1 Ordinary Shares"</b> means the B1 ordinary shares of £0 40 each in the capital of the Company,</p> <p><b>"B2 Ordinary Shareholders"</b> means the holders of B2 Ordinary Shares,</p> <p><b>"B2 Ordinary Shares"</b> means the B2 ordinary shares of £0 01 each in the capital of the Company,</p> <p><b>"B Preference Shares"</b> means the B preference shares of £0 001 each in the capital of the Company,</p> <p><b>"B Preference Shareholders"</b> means the holders of B Preference Shares,</p> <p><b>"Company"</b> means Duncary78 Limited,</p> <p><b>"Equity Shareholders"</b> means the holders of Equity Shares,</p>

SH01 – continuation page  
Return of allotment of shares

Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	<p><b>A Ordinary, B1 Ordinary, B2 Ordinary, Management Value, A Preference and B Preference</b></p>
	<p><b>"Equity Shares"</b> means the A Ordinary Shares and the B Ordinary Shares,</p> <p><b>"Investor"</b> means the person or persons who hold a majority of the Preference Shares from time to time, or any nominee of such person or persons,</p> <p><b>"Investor Consent"</b> means the giving of a prior written consent by the Investor,</p> <p><b>"Management Value Shares"</b> means the management value shares of £0.01 each in the capital of the Company,</p> <p><b>"Management Value Shareholders"</b> means the holders of Management Value Shares,</p> <p><b>"Preference Shareholders"</b> means the holders of Preference Shares,</p> <p><b>"Preference Shares"</b> means the A Preference Shares and the B Preference Shares,</p> <p><b>"Realisation Event"</b> means a liquidation, reduction of capital, dissolution, winding up or other return of capital of the Company (including a redemption in accordance with the terms of issue of any share, or purchase by the Company of any share), and</p> <p><b>"Subscription Price"</b> means, in relation to a share, the price at which such share is subscribed for, being the aggregate of the amount paid up or credited as paid up in respect of the nominal value of such share and any share premium thereon</p> <p><b>General</b></p> <p>1.1 Except as expressly provided otherwise, each A Ordinary Share, B1 Ordinary Share, B2 Ordinary Share, Management Value Share, A Preference Share and B Preference Share shall rank pari passu in all respects</p> <p>1.2 Subject to the provisions set out below, but without prejudice to the rights attached to any existing share, the</p>

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Return of allotment of shares

Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	A Ordinary, B1 Ordinary, B2 Ordinary, Management Value, A Preference and B Preference
	<p>Company may issue shares with such rights or restrictions as may be determined by ordinary resolution</p> <p><b>Redemption</b></p> <p>1.3 The Preference Shares shall be redeemable at the Company's discretion (with Investor Consent) For the avoidance of doubt, the Company shall not be obliged to redeem the Preference Shares and the Preference Shareholders shall not be entitled to demand such redemption.</p> <p><b>Voting</b></p> <p>1.4 Subject to any special rights or restrictions as to voting attached to any shares by or in accordance with these provisions</p> <p>1.4.1 on a show of hands, every shareholder holding one or more A Ordinary Share or B1 Ordinary Share who (being an individual) is present in person or by proxy or (being a corporation) is present by a representative or by proxy, shall have one vote,</p> <p>1.4.2 on a poll, every shareholder who (being an individual) is present in person or by proxy or (being a corporation) is present by a representative or by proxy shall have one vote for every A Ordinary Share and/or B1 Ordinary Share of which he is the holder, and</p> <p>1.4.3 on a written resolution, every shareholder holding one or more A Ordinary Shares and/or B1 Ordinary Shares as at the time on which the first copy of the resolution is sent or submitted to such shareholder in accordance with Chapter 2 of Part 13 of the Companies Act 2006, shall have one vote for every A Ordinary Share and/or B1 Ordinary Share of which he is the holder</p>

SH01 – continuation page  
Return of allotment of shares

Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	A Ordinary, B1 Ordinary, B2 Ordinary, Management Value, A Preference and B Preference
	<p>1 5 The Preference Shares, the B2 Ordinary Shares and the Management Value Shares shall not confer on the Preference Shareholders, the B2 Ordinary Shareholders or the Management Value Shareholders any right to</p> <p>1 5 1 receive notice of, or speak or vote at any general meeting of the Company, or</p> <p>1 5 2 receive copies of or vote in relation to any written resolution of the members of the Company proposed or circulated pursuant to chapter 2, part 13 Companies Act 2006 or otherwise</p> <p><b>Income</b></p> <p>1 6 Any dividend or other distribution (save for any distribution in accordance with paragraph 1 8 below) shall, subject to paragraph 1 7, be allocated among the shareholders in the following order of priority</p> <p>1 6 1 first, the A Preference Shareholders shall be entitled to receive a preferential return calculated at a rate of 20 7566% per annum on the aggregate Subscription Price of the A Preference Shares held by them (plus, for the avoidance of doubt, the benefit of any associated tax credit) (the "<b>A Preferential Return</b>"),</p> <p>1 6 2 second, the B Preference Shareholders shall be entitled to receive a preferential return calculated at a rate of 7 5% per annum on the aggregate Subscription Price of the B Preference Shares held by them (plus, for the avoidance of doubt, the benefit of any associated tax credit) (the "<b>B Preferential Return</b>"), and</p> <p>1 6 3 last, the Preference Shareholders (pari passu as if they constitute one class) and the Equity Shareholders shall receive the balance of the</p>

SH01 – continuation page  
Return of allotment of shares

Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	A Ordinary, B1 Ordinary, B2 Ordinary, Management Value, A Preference and B Preference
	<p>dividend or distribution in the following proportions</p> <p>1 6 3 1 as to 1% to the Preference Shareholders pro rata to their holdings of Preference Shares, and</p> <p>1 6 3 2 as to 99% to the Equity Shareholders pro rata to their holdings of Equity Shares</p> <p>17 All dividend payments (preference and ordinary) shall be at the discretion of the board. The Preferential Returns shall be calculated on a cumulative accruals basis, with any unpaid amounts carried forward, and paid in priority to any distributions to ordinary shareholders, provided always that the aggregate amount paid in respect of the A Preferential Return shall not exceed £26,500,000 and in respect of the B Preferential Return shall not exceed £1,506,943 63</p> <p><b>Capital</b></p> <p>18 On a Realisation Event, the assets of the Company available for distribution among the members (the "Distribution Amount") shall be applied in the following order of priority</p> <p>1 8 1 first, the holders of A Preference Shares shall receive an aggregate amount equal to the lesser of</p> <p>1 8 1 1 £26,500,000 less any other amount previously distributed to the A Preference Shareholders (including, for the avoidance of doubt, any A Preferential Return previously paid and any distribution previously made to A Preference Shareholders under this paragraph 1 8 1 but excluding any dividend or distribution made to A Preference</p>

**SH01 – continuation page**  
Return of allotment of shares

Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	A Ordinary, B1 Ordinary, B2 Ordinary, Management Value, A Preference and B Preference
	<p>Shareholders under paragraph 1 6 3 1), or</p> <p>1 8 1 2 the Distribution Amount,</p> <p>such amount to be paid to each A Preference Shareholder pro rata by reference to its holding of A Preference Shares,</p> <p>1 8 2 second, the holders of B Preference Shares shall receive an aggregate amount equal to the lesser of</p> <p>1 8 2 1 £1,095,959 plus such amount of B Preferential Return that has accumulated up to the date of the Realisation Event less any amount distributed to the B Preference Shareholders (including, for the avoidance of doubt, any B Preferential Return previously paid and any distribution previously made to B Preference Shareholders under this paragraph 1 8 2 but excluding any dividend or distribution made to B Preference Shareholders under paragraph 1 6 3 1), or</p> <p>1 8 2 2 any proceeds of the Distribution Amount that remain unpaid following the distribution to A Preference Shareholders,</p> <p>such amount to be paid to each B Preference Shareholder pro rata by reference to its holding of B Preference Shares, and</p> <p>1 8 3 third, the A Ordinary Shareholders and the B Ordinary Shareholders (pari passu as if the B Ordinary Shares constitute one class) shall receive the balance of the Distribution Amount in</p>

**SH01 – continuation page**  
Return of allotment of shares

<b>Statement of capital (Prescribed particulars of rights attached to shares)</b>	
Class of share	<b>A Ordinary, B1 Ordinary, B2 Ordinary, Management Value, A Preference and B Preference</b>
	<p>the following proportions</p> <p>1 8 3 1 as to 65% to the A Ordinary Shareholders, and</p> <p>1 8 3 2 as to 35% to the B Ordinary Shareholders,</p> <p>in each case such amounts to be paid to each shareholder pro rata by reference to its holding of the relevant class of shares,</p> <p>1 8 4 Notwithstanding the order of priority set out in paragraphs 1 8 1 to 1 8 3 above, where, on a Realisation Event, the Distribution Amount is greater than £17,000,000, the holders of the Management Value Shares shall, out of the returns that would otherwise be due to the other shareholders in accordance with the order of priority set out in paragraphs 1 8 1 to 1 8 3 above, be entitled to the lesser of (a) 10% of the amount by which the Distribution Amount exceeds £17,000,000 and (b) £1,100,000 in aggregate, to be paid to each Management Value Shareholder pro rata by reference to his holding of Management Value Shares</p>

# 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 Ryan Dolby-Stevens

Company name OLSWANG LLP

Address 90 High Holborn

Post town London

County/Region

Postcode 

W	C	1	V		6	X	X
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Country

Dx 37972 Kingsway

Telephone 020 7067 3000

### 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

### 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

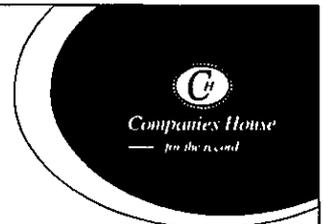
### Further information

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)**

# RP01

## Replacement of document not meeting requirements for proper delivery



**What this form is for**

You can only use this form to file a replacement of a document that was previously delivered to the Registrar of Companies under the Companies Act 2006 on or after 1 October 2009 and was either not properly delivered or contained unnecessary material

**What this form is NOT for**

You cannot use this form to change information in a previously filed document, or to replace a document delivered under Section 25 of the Companies Act 2006 - Companies Charges

For further information, please refer to our guidance at

### 1 Company details

Company number 0 7 8 2 8 4 8 7

Company name in full NIU SOLUTIONS HOLDINGS LIMITED

→ **Filing in this form**  
Please complete in typescript or in bold black capitals

### 2 Description of the original document

Document type 1 Form SH01 - return of allotments

1 **Description of the original document**  
Please enter the document type (e.g. articles of association) and any distinguishing information if more than one document of that type was filed on the same day

Date of registration of the original document d 1 8 m 0 7 y 2 0 y 1 2

### 3 Signature

A replacement document must only be filed where (i) a document has previously been delivered and either (ii) that document was not properly delivered or (iii) that document contained unnecessary material

Please sign either Section 3a or Section 3b

### 3a The company to which the original document relates

Please complete this section if you are signing on behalf of the company to which the original document relates

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, Permanent representative on behalf of an overseas company, Liquidator, Administrator, Administrative receiver, Receiver, Receiver manager, Charity commission receiver and manager, CIC manager, Judicial factor

# RP01

Replacement of document not meeting requirements for proper delivery

<b>3b</b>	<b>The person who delivered the original document</b>	
Signature	Please complete this section if you are the person who delivered the original document  Signature <b>X</b> <i>C. Green</i> <b>X</b>	

<b>4</b>	<b>Notes</b>  Please note if you are applying for, or have been granted, exemption under Section 243 of the Companies Act 2006 and the document(s) you are replacing contain(s) your usual residential address, please post this form along with the replacement document to the address below  The Registrar of Companies, PO BOX 4082, Cardiff, CF14 3WE	
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RP01

Replacement of document not meeting requirements for proper delivery

 **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	Olswang LLP
Address	90 High Holbron
Post town	London
County/Region	
Postcode	W C 1 V 6 X X
Country	UNITED KINGDOM
DX	
Telephone	

 **Checklist**

Please make sure you have remembered the following

- You have fully completed Section 2 'Description of the original document'
- The correct person has signed the form in either Section 3a or Section 3b
- If you are replacing a document where you have previously paid a fee, do not send a fee along with this form
- You have enclosed the replacement document
- If the company to which this document relates has signed up to the PROOF (PROtected Online Filing) scheme, you must also deliver with this form and the replacement document a PR03 form 'Consent for paper filing'

 **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

**Section 243 exemption**

If you are applying for, or have been granted, a section 243 exemption, please post this form along with the replacement document to the different postal address below

The Registrar of Companies, PO Box 4082,  
Cardiff, CF14 3WE

 **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)

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# 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 for**  
You cannot use this form to give  
notice of shares taken by sub-  
scription on formation of the company or  
for an allotment of a new class  
of shares by an unlimited company

A10

08/12/2012  
COMPANIES HOUSE

#374

### 1 Company details

Company number

Company name in full NIU SOLUTIONS HOLDINGS 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          
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

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
A Ordinary		59995	0.20	0.20	0.00
B1 Ordinary		16000	0.45	0.45	0.00
B2 Ordinary		23000	0.01	0.01	0.00

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)



# 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
A Ordinary	0 20		60000	£ 12,000 00
B1 Ordinary	0 45		16000	£ 7,200 00
B2 Ordinary	0 01		23000	£ 230 00
Management Value	3 50		9715	£ 97.15
<b>Totals</b>			108715	£ 19,527 15

#### 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
<b>Totals</b>					

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
<b>Totals</b>					

#### 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	
Total aggregate nominal value ④	

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 Total number of issued shares in this class

- ③ 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



# 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 **Section 4** and **Section 5**

Class of share	A Ordinary
Prescribed particulars ①	See continuation sheet
Class of share	B1 Ordinary
Prescribed particulars ①	See continuation sheet
Class of share	B2 Ordinary
Prescribed particulars ①	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

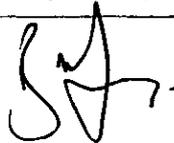
### 8 Signature

I am signing this form on behalf of the company

Signature

Signature

X



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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Return of allotment of shares

Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	<p><b>A Ordinary, B1 Ordinary, B2 Ordinary, Management Value, A Preference and B Preference</b></p> <p>In this SH01, the following words and expressions shall have the following meanings unless the context requires otherwise</p> <p><b>"A Ordinary Shareholders"</b> means the holders of A Ordinary shares,</p> <p><b>"A Ordinary Shares"</b> means the A ordinary shares of £0 20 each in the capital of the Company,</p> <p><b>"A Preference Shareholders"</b> means the holders of A Preference Shares,</p> <p><b>"A Preference Shares"</b> means the A preference shares of £0 001 each in the capital of the Company,</p> <p><b>"B Ordinary Shareholders"</b> means the B1 Ordinary Shareholders and the B2 Ordinary Shareholders,</p> <p><b>"B Ordinary Shares"</b> means the B1 Ordinary Shares and the B2 Ordinary Shares,</p> <p><b>"B1 Ordinary Shareholders"</b> means the holders of B1 Ordinary Shares,</p> <p><b>"B1 Ordinary Shares"</b> means the B1 ordinary shares of £0 40 each in the capital of the Company,</p> <p><b>"B2 Ordinary Shareholders"</b> means the holders of B2 Ordinary Shares,</p> <p><b>"B2 Ordinary Shares"</b> means the B2 ordinary shares of £0 01 each in the capital of the Company,</p> <p><b>"B Preference Shares"</b> means the B preference shares of £0 001 each in the capital of the Company,</p> <p><b>"B Preference Shareholders"</b> means the holders of B Preference Shares,</p> <p><b>"Company"</b> means Duncary78 Limited,</p> <p><b>"Equity Shareholders"</b> means the holders of Equity Shares,</p>

Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	<p><b>A Ordinary, B1 Ordinary, B2 Ordinary, Management Value, A Preference and B Preference</b></p> <p>"<b>Equity Shares</b>" means the A Ordinary Shares and the B Ordinary Shares,</p> <p>"<b>Investor</b>" means the person or persons who hold a majority of the Preference Shares from time to time, or any nominee of such person or persons,</p> <p>"<b>Investor Consent</b>" means the giving of a prior written consent by the Investor,</p> <p>"<b>Management Value Shares</b>" means the management value shares of £0.01 each in the capital of the Company,</p> <p>"<b>Management Value Shareholders</b>" means the holders of Management Value Shares,</p> <p>"<b>Preference Shareholders</b>" means the holders of Preference Shares,</p> <p>"<b>Preference Shares</b>" means the A Preference Shares and the B Preference Shares,</p> <p>"<b>Realisation Event</b>" means a liquidation, reduction of capital, dissolution, winding up or other return of capital of the Company (including a redemption in accordance with the terms of issue of any share, or purchase by the Company of any share), and</p> <p>"<b>Subscription Price</b>" means, in relation to a share, the price at which such share is subscribed for, being the aggregate of the amount paid up or credited as paid up in respect of the nominal value of such share and any share premium thereon</p> <p><b>General</b></p> <p>1.1 Except as expressly provided otherwise, each A Ordinary Share, B1 Ordinary Share, B2 Ordinary Share, Management Value Share, A Preference Share and B Preference Share shall rank pari passu in all respects</p> <p>1.2 Subject to the provisions set out below, but without prejudice to the rights attached to any existing share, the</p>

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Return of allotment of shares

Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	A Ordinary, B1 Ordinary, B2 Ordinary, Management Value, A Preference and B Preference
	<p>Company may issue shares with such rights or restrictions as may be determined by ordinary resolution</p> <p><b>Redemption</b></p> <p>13 The Preference Shares shall be redeemable at the Company's discretion (with Investor Consent) For the avoidance of doubt, the Company shall not be obliged to redeem the Preference Shares and the Preference Shareholders shall not be entitled to demand such redemption</p> <p><b>Voting</b></p> <p>14 Subject to any special rights or restrictions as to voting attached to any shares by or in accordance with these provisions</p> <p>141 on a show of hands, every shareholder holding one or more A Ordinary Share or B1 Ordinary Share who (being an individual) is present in person or by proxy or (being a corporation) is present by a representative or by proxy, shall have one vote,</p> <p>142 on a poll, every shareholder who (being an individual) is present in person or by proxy or (being a corporation) is present by a representative or by proxy shall have one vote for every A Ordinary Share and/or B1 Ordinary Share of which he is the holder, and</p> <p>143 on a written resolution, every shareholder holding one or more A Ordinary Shares and/or B1 Ordinary Shares as at the time on which the first copy of the resolution is sent or submitted to such shareholder in accordance with Chapter 2 of Part 13 of the Companies Act 2006, shall have one vote for every A Ordinary Share and/or B1 Ordinary Share of which he is the holder</p>

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Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	A Ordinary, B1 Ordinary, B2 Ordinary, Management Value, A Preference and B Preference
	<p>1 5 The Preference Shares, the B2 Ordinary Shares and the Management Value Shares shall not confer on the Preference Shareholders, the B2 Ordinary Shareholders or the Management Value Shareholders any right to</p> <p>1 5 1 receive notice of, or speak or vote at any general meeting of the Company, or</p> <p>1 5 2 receive copies of or vote in relation to any written resolution of the members of the Company proposed or circulated pursuant to chapter 2, part 13 Companies Act 2006 or otherwise</p> <p><b>Income</b></p> <p>1 6 Any dividend or other distribution (save for any distribution in accordance with paragraph 1 8 below) shall, subject to paragraph 1 7, be allocated among the shareholders in the following order of priority</p> <p>1 6 1 first, the A Preference Shareholders shall be entitled to receive a preferential return calculated at a rate of 20 7566% per annum on the aggregate Subscription Price of the A Preference Shares held by them (plus, for the avoidance of doubt, the benefit of any associated tax credit) (the "<b>A Preferential Return</b>"),</p> <p>1 6 2 second, the B Preference Shareholders shall be entitled to receive a preferential return calculated at a rate of 7 5% per annum on the aggregate Subscription Price of the B Preference Shares held by them (plus, for the avoidance of doubt, the benefit of any associated tax credit) (the "<b>B Preferential Return</b>"), and</p> <p>1 6 3 last, the Preference Shareholders (pari passu as if they constitute one class) and the Equity Shareholders shall receive the balance of the</p>

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Return of allotment of shares

Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	A Ordinary, B1 Ordinary, B2 Ordinary, Management Value, A Preference and B Preference
	<p>dividend or distribution in the following proportions</p> <p>1 6 3 1 as to 1% to the Preference Shareholders pro rata to their holdings of Preference Shares, and</p> <p>1 6 3 2 as to 99% to the Equity Shareholders pro rata to their holdings of Equity Shares</p> <p>1 7 All dividend payments (preference and ordinary) shall be at the discretion of the board. The Preferential Returns shall be calculated on a cumulative accruals basis, with any unpaid amounts carried forward, and paid in priority to any distributions to ordinary shareholders, provided always that the aggregate amount paid in respect of the A Preferential Return shall not exceed £26,500,000 and in respect of the B Preferential Return shall not exceed £1,506,943.63</p> <p><b>Capital</b></p> <p>1 8 On a Realisation Event, the assets of the Company available for distribution among the members (the "Distribution Amount") shall be applied in the following order of priority</p> <p>1 8 1 first, the holders of A Preference Shares shall receive an aggregate amount equal to the lesser of</p> <p>1 8 1 1 £26,500,000 less any other amount previously distributed to the A Preference Shareholders (including, for the avoidance of doubt, any A Preferential Return previously paid and any distribution previously made to A Preference Shareholders under this paragraph 1 8 1 but excluding any dividend or distribution made to A Preference</p>

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Return of allotment of shares

Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	A Ordinary, B1 Ordinary, B2 Ordinary, Management Value, A Preference and B Preference
	<p>Shareholders under paragraph 1 6 3 1), or</p> <p>1 8 1 2 the Distribution Amount,</p> <p>such amount to be paid to each A Preference Shareholder pro rata by reference to its holding of A Preference Shares,</p> <p>1 8 2 second, the holders of B Preference Shares shall receive an aggregate amount equal to the lesser of</p> <p>1 8 2 1 £1,095,959 plus such amount of B Preferential Return that has accumulated up to the date of the Realisation Event less any amount distributed to the B Preference Shareholders (including, for the avoidance of doubt, any B Preferential Return previously paid and any distribution previously made to B Preference Shareholders under this paragraph 1 8 2 but excluding any dividend or distribution made to B Preference Shareholders under paragraph 1 6 3 1), or</p> <p>1 8 2 2 any proceeds of the Distribution Amount that remain unpaid following the distribution to A Preference Shareholders,</p> <p>such amount to be paid to each B Preference Shareholder pro rata by reference to its holding of B Preference Shares, and</p> <p>1 8 3 third, the A Ordinary Shareholders and the B Ordinary Shareholders (pari passu as if the B Ordinary Shares constitute one class) shall receive the balance of the Distribution Amount in</p>

Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	A Ordinary, B1 Ordinary, B2 Ordinary, Management Value, A Preference and B Preference
	<p>the following proportions</p> <p>1 8 3 1 as to 65% to the A Ordinary Shareholders, and</p> <p>1 8 3 2 as to 35% to the B Ordinary Shareholders,</p> <p>in each case such amounts to be paid to each shareholder pro rata by reference to its holding of the relevant class of shares,</p> <p>1 8 4 Notwithstanding the order of priority set out in paragraphs 1 8 1 to 1 8 3 above, where, on a Realisation Event, the Distribution Amount is greater than £17,000,000, the holders of the Management Value Shares shall, out of the returns that would otherwise be due to the other shareholders in accordance with the order of priority set out in paragraphs 1 8 1 to 1 8 3 above, be entitled to the lesser of (a) 10% of the amount by which the Distribution Amount exceeds £17,000,000 and (b) £1,100,000 in aggregate, to be paid to each Management Value Shareholder pro rata by reference to his holding of Management Value Shares</p>

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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 ASHA MORJARIA

Company name OLSWANG LLP

Address 90 HIGH HOLBORN

Post town LONDON

County/Region

Postcode 

W	C	1	V	6	X	X
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Country UNITED KINGDOM

DX 37972 Kingsway

Telephone 020 7067 3000

 **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

 **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)