

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 subscription
on formation of the company
for an allotment of a new class of
shares by an unlimited company

TUESDAY



A1ZM9WS1
A25 08/01/2013 #167
COMPANIES HOUSE

1 Company details

Company number 0 8 3 1 9 7 3 7

Company name in full Caesar 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 ^d2 ^d2 ^m1 ^m2 ^y20 ^y1 ^y2
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
See Continuation Page					

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)

Pursuant to the exercise of put options in accordance with the terms of a Put and Call Option
Agreement between Caesar Topco Limited, Caesar Midco Limited and each of the Sellers (as
defined therein) the A1 Ordinary Shares, B Ordinary Shares and B1 Ordinary Shares were issued
to the Sellers in exchange for the transfer to Caesar Topco Limited of rollover loan notes in Caesar
Midco Limited

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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 Page				£
				£
				£
				£
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		④ Total aggregate nominal value Please list total aggregate values in different currencies separately. For example £100 + €100 + \$10 etc
Total number of shares	855001		
Total aggregate nominal value ④	236250 01		

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

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

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Please complete the table below to show any class of shares held in other currencies. Please complete a separate table for each 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
A Ordinary Shares	0.01		1	0.01
A Ordinary Shares	1.00		777639	194,409.75
A1 Ordinary Shares	1.00		12361	3,090.25
B Ordinary Shares	1.00		35000	8,750.00
B1 Ordinary Shares	1.00		30000	30,000.00
Totals			855001	236,250.01

2 Total number of issued shares in this class

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	A Ordinary Shares	
Prescribed particulars	<p>Voting: There is one vote for each A Ordinary Share held by an A Ordinary Shareholder</p> <p>Dividend: The payment of dividends on A Ordinary Shares shall rank pari passu with all other shares of Caesar Topco Limited (the "Company") but will be made only if and to the extent permitted by the Facilities Documents (as defined in the Company's Articles of Association) If the payment of all or any part of such dividend cannot be paid pursuant to the above, then no such payment shall be made but the unpaid portion shall remain a debt due from the Company to the relevant shareholder</p> <p>Capital. On a return of capital, the A Ordinary Shares shall rank below payments in respect of the unpaid ECI Preferred Return (as defined in the Company's Articles of Association) in proportion to the number of A Ordinary Shares held by the ECI Investors (as defined in the Company's Articles of Association), but shall rank pari passu with all other shares of the Company</p> <p>Redemption: The redemption of any class of shares will be made only if and to the extent permitted by the Facilities Documents</p>	

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Return of allotment of shares

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

Class of share	A1 Ordinary Shares	
Prescribed particulars	<p>Voting: There is one vote for each A1 Ordinary Share held by an A1 Ordinary Shareholder</p> <p>Dividend: The payment of dividends on A Ordinary Shares shall rank pari passu with all other shares of Caesar Topco Limited (the "Company") but will be made only if and to the extent permitted by the Facilities Documents (as defined in the Company's Articles of Association) If the payment of all or any part of such dividend cannot be paid pursuant to the above, then no such payment shall be made but the unpaid portion shall remain a debt due from the Company to the relevant shareholder</p> <p>Capital: On a return of capital, the A1 Ordinary Shares shall rank below payments in respect of the unpaid ECI Preferred Return (as defined in the Company's Articles of Association) in proportion to the number of A Ordinary Shares held by the ECI Investors (as defined in the Company's Articles of Association), but shall rank pari passu with all other shares of the Company</p> <p>Redemption: The redemption of any class of shares will be made only if and to the extent permitted by the Facilities Documents</p>	

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

Class of share	B Ordinary Shares	
Prescribed particulars	<p>Voting: The B Ordinary Shares are non-voting</p> <p>Dividend: The payment of dividends on B Ordinary Shares shall rank pari passu with all other shares of Caesar Topco Limited (the "Company") but will be made only if and to the extent permitted by the Facilities Documents (as defined in the Company's Articles of Association) If the payment of all or any part of such dividend cannot be paid pursuant to the above, then no such payment shall be made but the unpaid portion shall remain a debt due from the Company to the relevant shareholder</p> <p>Capital. On a return of capital, the B Ordinary Shares shall rank below payments in respect of the unpaid ECI Preferred Return (as defined in the Company's Articles of Association) in proportion to the number of A Ordinary Shares held by the ECI Investors (as defined in the Company's Articles of Association), but shall rank pari passu with all other shares of the Company</p> <p>Redemption: The redemption of any class of shares will be made only if and to the extent permitted by the Facilities Documents</p>	

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

Class of share	B1 Ordinary Shares	
Prescribed particulars	<p>Voting: There are such number of votes in respect of the aggregate number of B1 Ordinary Shares held by each B1 Ordinary Shareholder as enable such B1 Ordinary Shareholder to exercise not less than 5% of the total voting rights of Caesar Topco Limited (the "Company")</p> <p>Dividend: The payment of dividends on B1 Ordinary Shares shall rank pari passu with all other shares of the Company but will be made only if and to the extent permitted by the Facilities Documents (as defined in the Company's Articles of Association) If the payment of all or any part of such dividend cannot be paid pursuant to the above, then no such payment shall be made but the unpaid portion shall remain a debt due from the Company to the relevant shareholder</p> <p>Capital: On a return of capital, the B1 Ordinary Shares shall rank below payments in respect of the unpaid ECI Preferred Return (as defined in the Company's Articles of Association) in proportion to the number of A Ordinary Shares held by the ECI Investors (as defined in the Company's Articles of Association), but shall rank pari passu with all other shares of the Company</p> <p>Redemption: The redemption of any class of shares will be made only if and to the extent permitted by the Facilities Documents</p>	

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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

See Continuation Page

Prescribed particulars

1

Class of share

Prescribed particulars

1

Class of share

Prescribed particulars

1

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 *Richard Cheyom* 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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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 E03153 51 (Alex Brodtkin)

Company name S J Berwin LLP

Address 10 Queen Street Place

Post town London

County/Region Greater London

Postcode

E	C	4	R	1	B	E
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Country United Kingdom

DX 255 Chancery Lane

Telephone +44 (0)20 7111 2168



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 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