

SH19

Statement of capital

49/4/4/10

A fee is payable with this form.
Please see 'How to pay' on the last page

✓ **What this form is for**
You may use this form as a statement of capital for a private limited company reducing its capital supported by a solvency statement, or for a private or public limited company reducing its capital supported by a court order

✗ **What this form is NOT for**
You cannot use this form to complete a statement of capital for a company re-registering from unlimited to limited

WEDNESDAY



A34 *A3MYA6QX* 17/12/2014 #54
COMPANIES HOUSE

1 Company details

Company number 0 8 3 1 9 7 3 7

Company name in full Caesar Topco Limited

→ **Filling in this form**
Please complete in typescript or in bold black capitals
All fields are mandatory unless specified or indicated by *

Statement of capital

Section 2 (also Section 3 and Section 4 if appropriate) should reflect the company's share capital as reduced by the resolution

2 Statement of capital (Share capital in pound sterling (£))

Please complete the table below to show any class of shares held in pound sterling
If all your issued capital is in sterling, only complete Section 2 and then go to Section 5.

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 pages				£
				£
				£
				£
Totals				£

3 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					

- ① Including both the nominal value and any share premium
② Total number of issued shares in this class

- ③ Number of shares issued multiplied by nominal value of each share

Continuation pages
Please use a Statement of Capital continuation page if necessary

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

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

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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				

① Including both the nominal value and any share premium

③ Number of shares issued multiplied by nominal value of each share

Continuation pages

Please use a Statement of Capital continuation page if necessary

② Total number of issued shares in this class

4 Statement of capital (Totals)

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

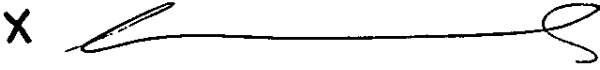
5 Statement of capital (Prescribed particulars of rights attached to shares)

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 2 and Section 3 .		⑤ 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 Please use a Statement of capital continuation page if necessary
Class of share	See continuation pages	
Prescribed particulars ⑤		
Class of share		
Prescribed particulars ⑤		

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Class of share		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 Please use a Statement of capital continuation page if necessary
Prescribed particulars 1		
Class of share		
Prescribed particulars 1		

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

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Statement of capital

5 Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	A Ordinary Shares
Prescribed particulars 1	<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>
<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), andd 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>	

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Statement of capital

5	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	A1 Ordinary Shares	
Prescribed particulars ①	<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 A1 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>	<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>

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Statement of capital

5	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	B Ordinary Shares	
Prescribed particulars 1	<p>Voting: The B Ordinary Shares are non-voting</p> <p>Dividend. The payment of dividends on B Ordinary Shares shall rank <i>par passu</i> 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 <i>par passu</i> 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>	
	<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>	

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Statement of capital

5	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	B1 Ordinary Shares	
Prescribed particulars ①	<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>	
	<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>	

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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 Stanislav Shishkin

Company name King & Wood Mallesons LLP

Address 10 Queen Street Place

Post town London

County/Region Greater London

Postcode E C 4 R 1 B E

Country United Kingdom

DX 255 Chancery Lane

Telephone



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 completed the relevant sections of the statement of capital
- ☒ You have signed the form
- ☒ You have enclosed the correct fee



Important information

Please note that all information on this form will appear on the public record



How to pay

A fee of £10 is payable to Companies House to reduce the share capital by Court Order or by Solvency Statement

Make cheques or postal orders payable to 'Companies House'



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