

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

WEDNESDAY



\*A4HITS0Q\*  
A12 07/10/2015 #180  
COMPANIES HOUSE

### 1 Company details

Company number 0 9 7 3 6 5 9 2

Company name in full ON THE BEACH GROUP PLC

→ **Filling 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 2 d 8 m 0 m 9 y 2 y 0 y 1 y 5  
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 sheet					

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
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 1356002

Total aggregate nominal value ④ £132,612,934.50

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

① Including both the nominal value and any share premium

② E.g. Number of shares issued multiplied by nominal value of each share

③ Total number of issued shares in this class

## 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	REDEEMABLE PREFERENCE SHARES
Prescribed particulars ①	<p>The Preference Shares shall confer on the holders of them no rights to receive a dividend</p> <p>See continuation sheet</p>
Class of share	A ORDINARY SHARES
Prescribed particulars ①	<p>(A) <i>Voting Rights</i> The Shareholders of A ordinary shares have one vote per share. However, throughout any Material Default Period, the Shareholders of A ordinary shares have one hundred thousand votes per share.</p> <p>Please see continuation sheet</p>
Class of share	B ORDINARY SHARES
Prescribed particulars ①	<p>(A) <i>Voting Rights</i> The B ordinary shares do not have any voting rights</p> <p>Please see continuation sheet</p>

**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

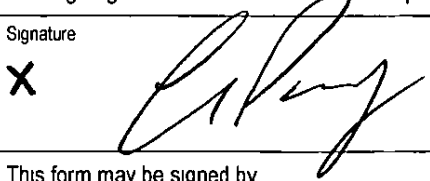

A separate table must be used for each class of share

**Continuation page**

Please use a Statement of Capital continuation page if necessary

8

**Signature**

Signature	I am signing this form on behalf of the company	
	Signature 	
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

3

Please give details of the shares allotted, including bonus shares

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

[illegible]

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

<p><b>1</b> Including both the nominal value and any share premium</p> <p><b>2</b> Total number of issued shares in this class</p>	<p><b>3</b> E.g. Number of shares issued multiplied by nominal value of each share</p>
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# SH01 - continuation page

## Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	A ORDINARY SHARES	
Prescribed particulars	<p>(B) <i>Dividend Rights</i>. The A ordinary shares carry the rights to dividends set out in Article 4 1. Subject to, (i) the Board making an appropriate recommendation, (ii) restrictions contained in certain finance documents to which the Company is party, and (iii) consent of more than 50% in number of the A ordinary shares being obtained, any profits that the Company may decide to distribute to shareholders will be paid to the holders of A ordinary shares, B ordinary shares and C ordinary shares as if they all constituted a single class, in proportion to the number of shares held by each of those holders</p> <p>(C) <i>Rights to participate in a return of assets on liquidation or capital reduction</i>. On a return of assets on liquidation or capital reduction or otherwise, the assets of the Company remaining after the payment of its liabilities shall be distributed as follows</p> <ul style="list-style-type: none"> <li>a) first in paying the holders of A ordinary shares, B ordinary shares, C ordinary shares and D ordinary shares an amount equal to (in respect of the A ordinary shares, B ordinary shares and C ordinary shares) the price at which such shares were issued, and, (in respect of the D ordinary shares) the price at which the shares were issued when the shares were issued to the current holder or the price paid for the shares where the shares were transferred to the current holder; and</li> <li>b) second in distributing the balance amongst the holders of A ordinary shares, B ordinary shares and C ordinary shares as if they all constituted a single class, in proportion to the number of shares held by each of those holders</li> </ul> <p>(D) <i>Redemption rights</i>. The A ordinary shares are not redeemable</p>	

# SH01 - continuation page

## Return of allotment of shares

7

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

Class of share	B ORDINARY SHARES	
Prescribed particulars	<p>(B) <i>Dividend Rights</i>: The B ordinary shares carry the rights to dividends set out in Article 4.1 Subject to, (i) the Board making an appropriate recommendation, (ii) restrictions contained in certain finance documents to which the Company is party, and (iii) consent of more than 50% in number of the A ordinary shares being obtained, any profits that the Company may decide to distribute to shareholders will be paid to the holders of A ordinary shares, B ordinary shares and C ordinary shares as if they all constituted a single class, in proportion to the number of shares held by each of those holders</p> <p>(C) <i>Rights to participate in a return of assets on liquidation or capital reduction</i>: On a return of assets on liquidation or capital reduction or otherwise, the assets of the Company remaining after the payment of its liabilities shall be distributed as follows</p> <ol style="list-style-type: none"> <li>first in paying the holders of A ordinary shares, B ordinary shares, C ordinary shares and D ordinary shares an amount equal to (in respect of the A ordinary shares, B ordinary shares and C ordinary shares) the price at which such shares were issued, and, (in respect of the D ordinary shares) the price at which the shares were issued when the shares were issued to the current holder or the price paid for the shares where the shares were transferred to the current holder, and</li> <li>second in distributing the balance amongst the holders of A ordinary shares, B ordinary shares and C ordinary shares as if they all constituted a single class, in proportion to the number of shares held by each of those holders.</li> </ol> <p>(D) <i>Redemption rights</i>: The B ordinary shares are not redeemable</p>	

# SH01 - continuation page

## Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	C ORDINARY SHARES	
Prescribed particulars	<p>(A) <i>Voting Rights</i> The C ordinary shares do not have any voting rights.</p> <p>(B) <i>Dividend Rights</i> The C ordinary shares carry the rights to dividends set out in Article 4 1. Subject to, (i) the Board making an appropriate recommendation, (ii) restrictions contained in certain finance documents to which the Company is party, and (iii) consent of more than 50% in number of the A ordinary shares being obtained, any profits that the Company may decide to distribute to shareholders will be paid to the holders of A ordinary shares, B ordinary shares and C ordinary shares as if they all constituted a single class, in proportion to the number of shares held by each of those holders.</p> <p>(C) <i>Rights to participate in a return of assets on liquidation or capital reduction.</i> On a return of assets on liquidation or capital reduction or otherwise, the assets of the Company remaining after the payment of its liabilities shall be distributed as follows</p> <ul style="list-style-type: none"> <li>a) first in paying the holders of A ordinary shares, B ordinary shares, C ordinary shares and D ordinary shares an amount equal to (in respect of the A ordinary shares, B ordinary shares and C ordinary shares) the price at which such shares were issued, and, (in respect of the D ordinary shares) the price at which the shares were issued when the shares were issued to the current holder or the price paid for the shares where the shares were transferred to the current holder, and</li> <li>b) second in distributing the balance amongst the holders of A ordinary shares, B ordinary shares and C ordinary shares as if they all constituted a single class, in proportion to the number of shares held by each of those holders</li> </ul> <p>(D) <i>Redemption rights.</i> The C ordinary shares are not redeemable</p>	

# SH01 - continuation page

## Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	D ORDINARY SHARES	
Prescribed particulars	<p>(A) <i>Voting Rights</i> The Shareholders of D ordinary shares have one vote per share.</p> <p>(B) <i>Dividend Rights</i> The holders of D ordinary shares have the right to receive a preferred dividend equal to LIBOR (expressed as a percentage) multiplied by the nominal value of the shares. The amount which shall be paid will be equal to the amount of the dividend, from the date of the adoption of the Articles up to and excluding the date of payment and in respect of any other payment, from the date of the previous payment up to, but excluding, the date of that payment.</p> <p>(C) <i>Rights to participate in a return of assets on liquidation or capital reduction</i> On a return of assets on liquidation or capital reduction or otherwise, the assets of the Company remaining after the payment of its liabilities shall be distributed first in paying the holders of A ordinary shares, B ordinary shares, C ordinary shares and D ordinary shares an amount equal to (in respect of the A ordinary shares, B ordinary shares and C ordinary shares) the price at which the shares were issued, and, (in respect of the D ordinary shares) the price at which the shares were issued where the shares were issued to the current holder or the price paid for the shares where the shares were transferred to the current holder.</p> <p>(D) <i>Redemption rights</i> The D ordinary shares are not redeemable</p>	

# SH01 - continuation page

## Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	REDEEMABLE PREFERENCE SHARES	
Prescribed particulars	(A) <i>Voting Rights.</i> The Preference Shares do not have any voting rights	
	(B) <i>Dividend Rights</i> The Preference Shares shall confer on the holders of them no rights to receive a dividend	
	(C) <i>Rights to participate in a return of assets on liquidation or capital reduction.</i> On a distribution of assets on a liquidation or a return of capital (other than a conversion, redemption or purchase of shares) the surplus assets of the Company remaining after payment of its liabilities shall be applied (to the extent that the Company is lawfully permitted to do so) first in paying to the holders of the Preference Shares, in priority to any other classes of shares, an amount per share held equal to the Preference Amount (provided that if there are insufficient surplus assets to pay the amounts per share equal to the Preference Amount, the remaining surplus assets shall be distributed to the holders of the Preference Shares pro rata to their respective holdings of Preference Shares)	
	(D) <i>Redemption rights</i> The Preference Shares are redeemable at the option of the Company, and the directors may determine from time to time the terms, conditions and manner of redemption of any such share	

# 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 James Homan

Company name Taylor Wessing LLP

Address 5 New Street Square

Post town London

County/Region

Postcode E C 4 A 3 T W

Country United Kingdom

DX 41 London - Chancery Lane

Telephone +44 (0)207 300 7000



### 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)