

SH01

Return of allotment of shares



Companies House



Go online to file this information
www.gov.uk/companieshouse

☒ **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
notice on formation of the company
for an allotment of a new share
by an unlimited company.



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A11 16/01/2017 #187

COMPANIES HOUSE

1 Company details

Company number 1 0 1 6 2 2 2 5

Company name in full ATLANTA INVESTMENT HOLDINGS 3 LIMITED

→ **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 1 d 5 m 1 m 1 y 2 y 0 y 1 y 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.

Currency ²	Class of shares (E.g. Ordinary/Preference etc.)	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)

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Statement of capital

Complete the table(s) below to show the issued share capital at the date to which this return is made up.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

Please use a Statement of Capital continuation page if necessary.

Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	Number of shares	Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value	Total aggregate amount unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium
Currency table A				
	SEE CONTINUATION SHEET			
	Totals			
Currency table B				
	Totals			
Currency table C				
	Totals			
Totals (including continuation pages)		Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶

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

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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 share capital tables in Section 4.

Class of share

SEE CONTINUATION SHEET

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.

A separate table must be used for each class of share.

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

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Signature

I am signing this form on behalf of the company.

Signature

Signature

X  X

This form may be signed by:

Director 1, Secretary, Person authorised 1, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

1 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.

1 Person authorised

Under either section 270 or 274 of the Companies Act 2006.

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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 **PAUL LOZNIIEWSKI**

Company name **LATHAM & WATKINS**

Address **99 BISHOPSGATE**

Post town **LONDON**

County/Region

Postcode **E C 2 M 3 X F**

Country **UK**

DX

Telephone **020 7710 1849**



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 relevant 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.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse

Shares allotted

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

[illegible]

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If the allotted shares are fully or partly paid up otherwise than in cash, please
state the consideration for which the shares were allotted.

Details of non-cash
consideration.

If a PLC, please attach
valuation report (if
appropriate)

THE A ORDINARY SHARES AND THE D ORDINARY SHARES WERE ISSUED BY THE
COMPANY IN EXCHANGE FOR THE TRANSFER TO THE COMPANY OF LOAN NOTES
INITIALLY ISSUED BY ATLANTA INVESTMENT HOLDINGS 2 LIMITED TO THE CURRENT
HOLDERS OF THE A ORDINARY SHARES AND THE D ORDINARY SHARES. THE
AGGREGATE PRINCIPAL AMOUNT OF THESE LOAN NOTES IS GBP 15,088,875.

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Complete the table below to show the issued share capital.
Complete a separate table for each currency.

Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	Number of shares	Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value	Total aggregate amount unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium	
GBP	A ORDINARY	15,000,000	£150,000		
GBP	B ORDINARY	63,751,927	£637,519.27		
GBP	D ORDINARY	88,875	£888.75		
Totals		78,840,802	£788,408.02		£0.00

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	A ORDINARY	
Prescribed particulars	<p>(A) The holders of A Ordinary Shares shall, in respect of the A Ordinary Shares held by them, be entitled to receive notice of, attend and speak at and vote at, general meetings of the Company and on a show of hands each such holder shall have one vote and on a poll or on a written resolution each such holder shall have one vote for each A Ordinary Share held by them.</p> <p>(B) The A Ordinary Shares shall entitle the holder(s) to participate in the event of a return of capital on a liquidation or otherwise in accordance with the following order of priority:</p> <p>(a) first, in paying to the holders of the Ordinary Shares an amount equal to the subscription price for the Ordinary Shares;</p> <p>(b) second, in paying to the holders of the Ordinary Shares an amount resulting in the Investment Distribution Proceeds being equal to the First Threshold Amount;</p> <p>(c) third, in paying to the holders of the Hurdle Shares an amount equal to 5 per cent. of the amount of the payments to the holders of the Ordinary Shares and the holders of the Hurdle Shares pursuant to Article 28.2(b) and Article 28.2(c);</p> <p>(d) fourth, in paying to the holders of the Ordinary Shares 95 per cent. and to the holders of the Hurdle Shares 5 per cent. of any remaining Distribution Proceeds until the holders of the Ordinary Shares are paid an amount that results in the Investment Distribution Proceeds being equal to the Second Threshold Amount;</p> <p>(e) fifth, in paying to the holders of the Hurdle Shares an amount which would result in the aggregate payment to the holders of the Hurdle Shares pursuant to Article 28.2(b) through to Article 28.2(e) being equal to 7.5 per cent. of the amount of the payments to the holders of the Ordinary Shares and the holders of the Hurdle Shares pursuant to Articles 28.2(b) through to Article 28.2(e);</p> <p>(f) sixth, in paying to the holders of the Ordinary Shares 92.5 per cent. and to the holders of the Hurdle Shares 7.5 per cent. of any remaining Distribution Proceeds, until the holders of the Ordinary Shares are paid an amount that results in the Investment Distribution Proceeds being equal to the Third Threshold Amount;</p> <p>(g) seventh, in paying to the holders of the Hurdle Shares an amount which would result in the aggregate payment to the holders of the Hurdle Shares pursuant to Article 28.2(b) through to Article 28.2(g) being equal to 10 per cent. of the amount of the payments to holders of the Ordinary Shares and holders of the Hurdle Shares pursuant to Articles 28.2(b) through to Article 28.2(g);</p> <p>(h) eighth, in paying to the holders of the Ordinary Shares 90 per cent. and to the holders of the Hurdle Shares 10 per cent. of any remaining Distribution Proceeds, until the holders of the Ordinary Shares are paid an amount that results in the Investment Distribution Proceeds being equal to the Fourth Threshold Amount;</p>	

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

Class of share	A ORDINARY (CONTINUED)	
Prescribed particulars	<p>(i) ninth, in paying to the holders of the Hurdle Shares an amount which would result in the aggregate payment to the holders of the Hurdle Shares pursuant to Article 28.2(b) through to Article 28.2(i) being equal to 12 per cent. of the amount of the payments to holders of the Ordinary Shares and holders of the Hurdle Shares pursuant to Article 28.2(b) through to Article 28.2(i);</p> <p>(j) tenth, in paying to the holders of the Ordinary Shares 88 per cent. and to the holders of the Hurdle Shares 12 per cent. of any remaining Distribution Proceeds, until the holders of the Ordinary Shares are paid an amount that results in the Investment Distribution Proceeds being equal to the Fifth Threshold Amount;</p> <p>(k) eleventh, in paying to the holders of the Hurdle Shares an amount which would result in the aggregate payment to the holders of the Hurdle Shares pursuant to Article 28.2(b) through to Article 28.2(k) being equal to 14 per cent. of the amount of the payments to holders of the Ordinary Shares and holders of the Hurdle Shares pursuant to Article 28.2(b) through to Article 28.2(k); and</p> <p>(l) twelfth, in distributing of any remaining Distribution Proceeds in the following proportions: 86 per cent. to the holders of the Ordinary Shares; and 14 per cent. to the holders of the Hurdle Shares.</p> <p>(C) The A Ordinary Shares shall entitle the holder(s) to participation in respect of dividend payments in proportion to the number of Ordinary Shares held by such holder(s). Every dividend shall be apportioned and paid according to the amounts paid up or credited as paid up on the shares of the relevant class held by them during any portion of the period in respect of which the dividend is payable.</p> <p>(D) The A Ordinary Shares do not confer rights of redemption.</p>	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	B ORDINARY	
Prescribed particulars	<p>(A) The holders of B Ordinary Shares shall, in respect of the B Ordinary Shares held by them, be entitled to receive notice of, attend and speak at and vote at, general meetings of the Company and on a show of hands each such holder shall have one vote and on a poll or on a written resolution each such holder shall have one vote for each B Ordinary Share held by them.</p> <p>(B) The B Ordinary Shares shall entitle the holder(s) to participate in the event of a return of capital on a liquidation or otherwise in accordance with the following order of priority:</p> <p>(a) first, in paying to the holders of the Ordinary Shares an amount equal to the subscription price for the Ordinary Shares;</p> <p>(b) second, in paying to the holders of the Ordinary Shares an amount resulting in the Investment Distribution Proceeds being equal to the First Threshold Amount;</p> <p>(c) third, in paying to the holders of the Hurdle Shares an amount equal to 5 per cent. of the amount of the payments to the holders of the Ordinary Shares and the holders of the Hurdle Shares pursuant to Article 28.2(b) and Article 28.2(c);</p> <p>(d) fourth, in paying to the holders of the Ordinary Shares 95 per cent. and to the holders of the Hurdle Shares 5 per cent. of any remaining Distribution Proceeds until the holders of the Ordinary Shares are paid an amount that results in the Investment Distribution Proceeds being equal to the Second Threshold Amount;</p> <p>(e) fifth, in paying to the holders of the Hurdle Shares an amount which would result in the aggregate payment to the holders of the Hurdle Shares pursuant to Article 28.2(b) through to Article 28.2(e) being equal to 7.5 per cent. of the amount of the payments to the holders of the Ordinary Shares and the holders of the Hurdle Shares pursuant to Articles 28.2(b) through to Article 28.2(e);</p> <p>(f) sixth, in paying to the holders of the Ordinary Shares 92.5 per cent. and to the holders of the Hurdle Shares 7.5 per cent. of any remaining Distribution Proceeds, until the holders of the Ordinary Shares are paid an amount that results in the Investment Distribution Proceeds being equal to the Third Threshold Amount;</p> <p>(g) seventh, in paying to the holders of the Hurdle Shares an amount which would result in the aggregate payment to the holders of the Hurdle Shares pursuant to Article 28.2(b) through to Article 28.2(g) being equal to 10 per cent. of the amount of the payments to holders of the Ordinary Shares and holders of the Hurdle Shares pursuant to Articles 28.2(b) through to Article 28.2(g);</p> <p>(h) eighth, in paying to the holders of the Ordinary Shares 90 per cent. and to the holders of the Hurdle Shares 10 per cent. of any remaining Distribution Proceeds, until the holders of the Ordinary Shares are paid an amount that results in the Investment Distribution Proceeds being equal to the Fourth Threshold Amount;</p>	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	B ORDINARY (CONTINUED)	
Prescribed particulars	<p>(i) ninth, in paying to the holders of the Hurdle Shares an amount which would result in the aggregate payment to the holders of the Hurdle Shares pursuant to Article 28.2(b) through to Article 28.2(i) being equal to 12 per cent. of the amount of the payments to holders of the Ordinary Shares and holders of the Hurdle Shares pursuant to Article 28.2(b) through to Article 28.2(i);</p> <p>(j) tenth, in paying to the holders of the Ordinary Shares 88 per cent. and to the holders of the Hurdle Shares 12 per cent. of any remaining Distribution Proceeds, until the holders of the Ordinary Shares are paid an amount that results in the Investment Distribution Proceeds being equal to the Fifth Threshold Amount;</p> <p>(k) eleventh, in paying to the holders of the Hurdle Shares an amount which would result in the aggregate payment to the holders of the Hurdle Shares pursuant to Article 28.2(b) through to Article 28.2(k) being equal to 14 per cent. of the amount of the payments to holders of the Ordinary Shares and holders of the Hurdle Shares pursuant to Article 28.2(b) through to Article 28.2(k); and</p> <p>(l) twelfth, in distributing of any remaining Distribution Proceeds in the following proportions: 86 per cent. to the holders of the Ordinary Shares; and 14 per cent. to the holders of the Hurdle Shares.</p> <p>(C) The B Ordinary Shares shall entitle the holder(s) to participation in respect of dividend payments in proportion to the number of Ordinary Shares held by such holder(s). Every dividend shall be apportioned and paid according to the amounts paid up or credited as paid up on the shares of the relevant class held by them during any portion of the period in respect of which the dividend is payable.</p> <p>(D) The B Ordinary Shares do not confer rights of redemption.</p>	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	D ORDINARY	
Prescribed particulars	<p>(A) The holders of D Ordinary Shares shall, in respect of the D Ordinary Shares held by them, not be entitled to receive notice of or attend and vote at any general meeting of the Company or to receive a copy of any proposed written resolution.</p> <p>(B) The D Ordinary Shares shall entitle the holder(s) to participate in the event of a return of capital on a liquidation or otherwise in accordance with the following order of priority:</p> <p>(a) first, in paying to the holders of the Ordinary Shares an amount equal to the subscription price for the Ordinary Shares;</p> <p>(b) second, in paying to the holders of the Ordinary Shares an amount resulting in the Investment Distribution Proceeds being equal to the First Threshold Amount;</p> <p>(c) third, in paying to the holders of the Hurdle Shares an amount equal to 5 per cent. of the amount of the payments to the holders of the Ordinary Shares and the holders of the Hurdle Shares pursuant to Article 28.2(b) and Article 28.2(c);</p> <p>(d) fourth, in paying to the holders of the Ordinary Shares 95 per cent. and to the holders of the Hurdle Shares 5 per cent. of any remaining Distribution Proceeds until the holders of the Ordinary Shares are paid an amount that results in the Investment Distribution Proceeds being equal to the Second Threshold Amount;</p> <p>(e) fifth, in paying to the holders of the Hurdle Shares an amount which would result in the aggregate payment to the holders of the Hurdle Shares pursuant to Article 28.2(b) through to Article 28.2(e) being equal to 7.5 per cent. of the amount of the payments to the holders of the Ordinary Shares and the holders of the Hurdle Shares pursuant to Articles 28.2(b) through to Article 28.2(e);</p> <p>(f) sixth, in paying to the holders of the Ordinary Shares 92.5 per cent. and to the holders of the Hurdle Shares 7.5 per cent. of any remaining Distribution Proceeds, until the holders of the Ordinary Shares are paid an amount that results in the Investment Distribution Proceeds being equal to the Third Threshold Amount;</p> <p>(g) seventh, in paying to the holders of the Hurdle Shares an amount which would result in the aggregate payment to the holders of the Hurdle Shares pursuant to Article 28.2(b) through to Article 28.2(g) being equal to 10 per cent. of the amount of the payments to holders of the Ordinary Shares and holders of the Hurdle Shares pursuant to Articles 28.2(b) through to Article 28.2(g);</p> <p>(h) eighth, in paying to the holders of the Ordinary Shares 90 per cent. and to the holders of the Hurdle Shares 10 per cent. of any remaining Distribution Proceeds, until the holders of the Ordinary Shares are paid an amount that results in the Investment Distribution Proceeds being equal to the Fourth Threshold Amount;</p>	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	D ORDINARY (CONTINUED)	
Prescribed particulars	<p>(i) ninth, in paying to the holders of the Hurdle Shares an amount which would result in the aggregate payment to the holders of the Hurdle Shares pursuant to Article 28.2(b) through to Article 28.2(i) being equal to 12 per cent. of the amount of the payments to holders of the Ordinary Shares and holders of the Hurdle Shares pursuant to Article 28.2(b) through to Article 28.2(i);</p> <p>(j) tenth, in paying to the holders of the Ordinary Shares 88 per cent. and to the holders of the Hurdle Shares 12 per cent. of any remaining Distribution Proceeds, until the holders of the Ordinary Shares are paid an amount that results in the Investment Distribution Proceeds being equal to the Fifth Threshold Amount;</p> <p>(k) eleventh, in paying to the holders of the Hurdle Shares an amount which would result in the aggregate payment to the holders of the Hurdle Shares pursuant to Article 28.2(b) through to Article 28.2(k) being equal to 14 per cent. of the amount of the payments to holders of the Ordinary Shares and holders of the Hurdle Shares pursuant to Article 28.2(b) through to Article 28.2(k); and</p> <p>(l) twelfth, in distributing of any remaining Distribution Proceeds in the following proportions: 86 per cent. to the holders of the Ordinary Shares; and 14 per cent. to the holders of the Hurdle Shares.</p> <p>(C) The D Ordinary Shares shall not entitle the holder(s) to receive any dividend or other distribution or to any right to participate in the profits of the Company other than on an Exit in accordance with the provisions of Article 28 (Return of Capital).</p> <p>(D) The D Ordinary Shares do not confer rights of redemption.</p>	