

SH01

Return of allotment of shares



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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 subse
on formation of the company or
for an allotment of a new class
shares by an unlimited compan

TUESDAY



A13 *A7ADLIYI* #264
17/07/2018
COMPANIES HOUSE

1 Company details

Company number 1 1 3 8 3 8 3 5

Company name in full Williams Topco 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 0 8 m 0 6 y 2 0 y 1 8

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				
GBP	A Ordinary	200000	20,000.00	
GBP	B Ordinary	200000	20,000.00	
GBP	C Ordinary	4706	2,823.60	
Totals		404706	42,823.60	0.00
Currency table B				
Totals				
Currency table C				
Totals				
Totals (including continuation pages)		Total number of shares	Total aggregate nominal value ①	Total aggregate amount unpaid ①
		435,294	61,176.40	0.00

① 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
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Prescribed particulars ①	See Continuation Sheet
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Class of share	See Continuation Sheet
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Prescribed particulars ①	See Continuation Sheet
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Class of share	See Continuation Sheet
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Prescribed particulars ①	See Continuation Sheet
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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.

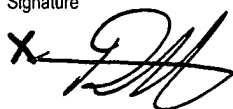
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Signature

I am signing this form on behalf of the company.

Signature

Signature



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.

CHFP025

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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 HARTB/337199-33

Company name Addleshaw Goddard LLP

Address 3 Sovereign Square

Sovereign Street

Post town Leeds

County/Region West Yorkshire

Postcode L S 1 4 E R

Country United Kingdom

DX 12004 Leeds

Telephone 0113 209 2000



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.

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4 Statement of capital				
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	D Ordinary	18823	11,293.80	
GBP	E Ordinary	11765	7,059.00	
Totals		30588	18,352.80	

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

Class of share	A Ordinary	
Prescribed particulars	<p>A Ordinary shares rank pari passu to all other shares for income and dividend purposes. On winding up or liquidation A Ordinary shares have priority over C Ordinary, D Ordinary, E Ordinary and F Ordinary holders but hold pari passu with B Ordinary share holders as if they were one class. In the balance of assets all share classes will rank pari passu.</p> <p>A Ordinary Shares are not redeemable.</p> <p>Holders of A Ordinary shares may vote at all general meetings, on all written resolutions and on a poll or written resolution to exercise one vote per Share.</p> <p>Holders of A Ordinary shares hold Enhanced Voting Rights, in the event of default or potential event of default under the Facilities Agreement, Finance Security or any Debenture, all or part of the Loan Notes due for payment has not been paid in full, in the opinion of the Investor Majority whether the working capital of the Group is prejudiced to the extent the Group is likely to require funding, commit a breach of any cash-related covenant or commit a breach of any other financial covenant and A Ordinary share holders were not involved, which breach has not been remedied within seven days of notice to the Company, the statutory audited accounts of the Group contain a qualified or adverse opinion from the auditors or the headroom in any financial covenant calculations of the management accounts is forecast to be less than 25% -- each holder of A Ordinary Shares shall be entitled, in that capacity, to exercise on a poll vote at a general meeting, or on a vote on a written resolution such number of votes for every A Ordinary Share of which it is the holder as shall confer upon the A Ordinary Shares (as if they are one class of Share) ninety-five per cent (95%) of the total voting rights of all Shares in issue at the relevant time.</p> <p>The holders of the A Ordinary Shares shall be entitled from time to time to appoint up to two persons as Directors of the Company and each other Group Company and to remove any such person from office.</p> <p>At any time that the holders of A Ordinary Shares are entitled to additional votes at general meetings of the Company in respect of their A Ordinary Shares pursuant to article 3.3(b), the holders of the A Ordinary Shares shall be entitled to remove any Director (other than the RIBA Directors) from office and/or appoint any person as a Director in his place.</p> <p>Subject to article 3.6(d), no meeting of Members shall be quorate unless those Members present include (whether in person or by a duly authorised representative or a proxy) at least one holder of A Ordinary Shares and at least one holder of B Ordinary Shares.</p>	

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

Class of share	B Ordinary	
Prescribed particulars	<p>B Ordinary shares rank pari passu to all other shares for income and dividend purposes. On winding up or liquidation B Ordinary shares have priority over C Ordinary, D Ordinary, E Ordinary and F Ordinary holders but hold pari passu with A Ordinary share holders as if they were one class. In the balance of assets all share classes will rank pari passu.</p> <p>B Ordinary Shares are not redeemable.</p> <p>Holders of B Ordinary shares may vote at all general meetings, on all written resolutions and on a poll or written resolution to exercise one vote per Share. They are not redeemable.</p> <p>The holders of the B Ordinary Shares shall be entitled from time to time to appoint up to two persons as Directors of the Company and each Group Company and to remove any such person from office.</p> <p>Subject to article 3.6(d), no meeting of Members shall be quorate unless those Members present include (whether in person or by a duly authorised representative or a proxy) at least one holder of A Ordinary Shares and at least one holder of B Ordinary Shares.</p>	

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

Class of share	C Ordinary	
Prescribed particulars	<p>C Ordinary shares rank pari passu to all other shares for income and dividend purposes and are not redeemable.</p> <p>On winding up or liquidation C Ordinary shares rank pari passu with D Ordinary, E Ordinary and F Ordinary holders and will be allocated after A and B Ordinary share holders. In the balance of assets all share classes with rank pari passu.</p> <p>C Ordinary share holders may vote at all general meetings, on all written resolutions and on a poll or written resolution to exercise one vote per Share - the C Ordinary Shares as a class, shall entitle the Member(s) holding such C Ordinary Shares to 3% of the total voting rights of all Shares at any time (subject always to article 3.3(b)).</p>	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	D Ordinary	
Prescribed particulars	D Ordinary shares rank pari passu to all other shares for income and dividend purposes and are not redeemable.	
	On winding up or liquidation D Ordinary shares rank pari passu with C Ordinary, E Ordinary and F Ordinary holders and will be allocated after A and B Ordinary share holders. In the balance of assets all share classes with rank pari passu.	
	D Ordinary share holders may vote at all general meetings, on all written resolutions and on a poll or written resolution to exercise one vote per Share - the D Ordinary Shares as a class, shall entitle the Member(s) holding such D Ordinary Shares to 5% of the total voting rights of all Shares at any time (subject always to article 3.3(b)).	

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

Class of share	E Ordinary	
Prescribed particulars	<p>E Ordinary shares rank pari passu to all other shares for income and dividend purposes and are not redeemable.</p> <p>On winding up or liquidation E Ordinary shares rank pari passu with C Ordinary, D Ordinary and F Ordinary holders and will be allocated after A and B Ordinary share holders. In the balance of assets all share classes with rank pari passu.</p> <p>E Ordinary share holders may vote at all general meetings, on all written resolutions and on a poll or written resolution to exercise one vote per Share - the E Ordinary Shares as a class, shall entitle the Member(s) holding such E Ordinary Shares to 5% of the total voting rights of all Shares at any time (subject always to article 3.3(b)).</p>	