In accordance with Section 555 of the Companies Act 2006.

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 f**
You cannot use this form notice of shares taken by on formation of the comp for an allotment of a new shares by an unlimited con

WEDNESDAY

S6YA4P58
SCT 24/01/2018 #202
COMPANIES HOUSE

1 Company details

Company number	S C 3 9 8 7 8 4
Company name in full	ENPRO SUBSEA 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 ❶

From Date	0 9 (d d)	0 1 (m m)	2 0 1 8 (y y y y)
To Date	d d	m m	y y y y

❶ **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.)

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

Currency ❷	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
GBP	A ORDINARY	439	£0.01	£0.01	£0.00

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)

N/A

SH01
Return of allotment of shares

4 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			
	Totals			
Currency table B				
	Totals			
Currency table C				
	Totals			
		Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
	Totals (including continuation pages)			

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

SH01
Return of allotment of shares

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 share capital tables in **Section 4**.

Class of share	
Prescribed particulars ❶	SEE CONTINUATION
Class of share	
Prescribed particulars ❶	
Class of share	
Prescribed particulars ❶	

❶ 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.

6 Signature

I am signing this form on behalf of the company.

Signature

Signature
X X

This form may be signed by:
Director ❷, Secretary, Person authorised ❸, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

❷ 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.

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

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	WILLIAM MILLER
Company name	STRONACHS LLP
Address	28 ALBYN PLACE
Post town	ABERDEEN
County/Region	
Postcode	A B 1 0 1 Y L
Country	SCOTLAND
DX	AB41
Telephone	01224 845845

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

In accordance with Section 555 of the Companies Act 2006.

SH01 - continuation page
Return of allotment of shares

3 Shares allotted

Please give details of the shares allotted, including bonus shares.

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

Class of shares (E.g. Ordinary/Preference etc.)	Currency ❷	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
N/A					

In accordance with Section 555 of the Companies Act 2006.

SH01 - continuation page

Return of allotment of shares

	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)	N/A

In accordance with Section 555 of the Companies Act 2006.

SH01 - continuation page
Return of allotment of shares

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	A ORDINARY	3,361	£33.61	
GBP	B ORDINARY	7,882	£78.82	
GBP	D ORDINARY	480	£4.80	
GBP	PREFERRED A	2,630	£26.30	
	Totals	14,353	£143.53	£0.00

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

Class of share	A ORDINARY
Prescribed particulars	1. A Shareholders are entitlted to vote at general meetings and on any written resolution of the shareholders. 2. A Shareholders are entitled to receive a dividend, ranking behind the dividends received by the Preferred A Shareholders, but equally for these purposes with the B Shareholders and D Shareholders. 3. On a return of capital, the A Shares shall rank behind the Deferred Shares and the Preferred A Shares, but equally with the Equity Shareholders (treating the Equity Shares (being the A Shares, B Shares, D Shares and Preferred A Shares) as a single class of share), pro rata as near as possible in proportion to the number of Equity Shares held by them respectively, an aggregate amount equal to the Initial Equity Return Amount or, in the event that the Relevant Net Proceeds available for distribution among the Shareholders (after payment of the A Preference Return) is less than the Initial Equity Return Amount, the full amount of the remaining Relevant Net Proceeds available for distribution; and where the amount of the Relevant Net Proceeds exceeds the Hurdle Net Proceeds Amount, the balance of the Relevant Net Proceeds in excess of the Hurdle Net Proceeds Amount (the "Excess Net Proceeds") shall be applied as follows: in paying to the A Shareholders and the Preferred A Shareholders (treating the A Shares and Preferred A Shares as if they were a single class of Shares) pro rata as near as possible in proportion to the number of A Shares and Preferred Shares held by them respectively, an amount equal to the Adjusted A Excess Return. 4. The A Shares are not redeemable.

In accordance with Section 555 of the Companies Act 2006.

SH01 - continuation page

Return of allotment of shares

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

Class of share	B ORDINARY
Prescribed particulars	1. B Shareholders are entitled to vote at general meetings and on any written resolution of the shareholders. In the event that at any time the voting rights of the B Shares at any time collectively represent less than 51% of all votes capable of being cast (whether on a poll or on a show of hands or on a written resolution of the members) then, the B Shareholders shall be entitled to such additional number of votes as would be equivalent to 51% of all votes capable of being cast (whether on a poll or on a show of hands or on a written resolution of the members) after the application of this Article and such additional voting rights shall be allocated to each Founder pro rata as near as possible in proportion to the number of B Shares held by such Founder. 2. B Shareholders are entitled to receive a dividend, ranking behind the dividends received by the Preferred A Shareholders, but equally for these purposes with the A Shareholders and D Shareholders. 3. On a return of capital, the B Shares shall rank behind the Deferred Shares and the Preferred A Shares, but equally with the Equity Shareholders (treating the Equity Shares (being the A Shares, B Shares, D Shares and Preferred A Shares) as a single class of share), pro rata as near as possible in proportion to the number of Equity Shares held by them respectively, an aggregate amount equal to the Initial Equity Return Amount or, in the event that the Relevant Net Proceeds available for distribution among the Shareholders (after payment of the A Preference Return) is less than the Initial Equity Return Amount, the full amount of the remaining Relevant Net Proceeds available for distribution; and where the amount of the Relevant Net Proceeds exceeds the Hurdle Net Proceeds Amount, the balance of the Relevant Net Proceeds in excess of the Hurdle Net Proceeds Amount (the "Excess Net Proceeds") shall be applied as follows: firstly, in paying the A Shareholders and the Preferred A Shareholders (treating the A Shares and Preferred A Shares as if they were a single class of Shares), then in paying the B Shareholders pro rata as near as possible in proportion to the number of B Shares held by them respectively, an amount equal to the B Share Excess Return. 4. The B Shares are not redeemable.

In accordance with Section 555 of the Companies Act 2006.

SH01 - continuation page

Return of allotment of shares

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

Class of share	D ORDINARY
Prescribed particulars	1. D Shareholders are entitled to vote at general meetings and on any written resolution of the shareholders. 2. D Shareholders are entitled to receive a dividend, ranking behind the dividends received by the Preferred A Shareholders, but equally for these purposes with the A Shareholders and B Shareholders. 3. On a return of capital, the D Shares shall rank behind the Deferred Shares and the Preferred A Shares, but equally with the Equity Shareholders (treating the Equity Shares (being the A Shares, B Shares, D Shares and Preferred A Shares) as a single class of share), pro rata as near as possible in proportion to the number of Equity Shares held by them respectively, an aggregate amount equal to the Initial Equity Return Amount or, in the event that the Relevant Net Proceeds available for distribution among the Shareholders (after payment of the A Preference Return) is less than the Initial Equity Return Amount, the full amount of the remaining Relevant Net Proceeds available for distribution; and where the amount of the Relevant Net Proceeds exceeds the Hurdle Net Proceeds Amount, the balance of the Relevant Net Proceeds in excess of the Hurdle Net Proceeds Amount (the "Excess Net Proceeds") shall be applied as follows: firstly, in paying the A Shareholders and the Preferred A Shareholders (treating the A Shares and Preferred A Shares as if they were a single class of Shares), then in paying the B Shareholders, then in paying the C Shareholders and then in paying the D Shareholders pro rata as near as possible in proportion to the number of D Shares held by them respectively, an amount equal to the D Share Excess Return. 4. The D Shares are not redeemable.

In accordance with Section 555 of the Companies Act 2006.

SH01 - continuation page

Return of allotment of shares

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

Class of share	PREFERRED A SHARES
Prescribed particulars	1. Preferred A Shareholders are entitled to vote at general meetings and on any written resolution of the shareholders. 2. Preferred A Shareholders are entitled to receive a dividend, in priority to any payment by way of dividend to the holders of any other class of Shares, a fixed cumulative cash preferential dividend (exclusive of any associated tax credit) at a rate of 8% per annum (on a non-compounding basis) on the amount Credited as Paid Up on each Preferred A Share held by them respectively. 3. On a return of capital, the Preferred A Shares shall rank behind the Deferred Shares, but in priority to the Equity Shareholders (treating the Equity Shares (being the A Shares, B Shares, D Shares and Preferred A Shares) as a single class of share), receiving an amount equal to the aggregate of: (i) all Preference Dividend Arrears, and accruals of the Preference Dividend calculated to and including the date of the relevant Exit event or Listing, due or payable in respect of the Preferred A Shares registered in the name of such Preferred A Shareholder; and (ii) the amount Credited as Paid Up on each Preferred A Share registered in the name of such Preferred A Shareholder; and where the amount of the Relevant Net Proceeds exceeds the Hurdle Net Proceeds Amount, the balance of the Relevant Net Proceeds in excess of the Hurdle Net Proceeds Amount (the "Excess Net Proceeds") shall be applied as follows: firstly, in paying the A Shareholders and the Preferred A Shareholders (treating the A Shares and Preferred A Shares as if they were a single class of Shares), pro rata as near as possible in proportion to the number of A Shares and Preferred A Shares held by them respectively, an amount equal to the Adjusted A Excess Return. 4. The Preferred A Shares are not redeemable.