

SH01

Return of allotment of shares



You can use the WebFiling service to file this form online
Please go to 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 by sub
on formation of the company
for an allotment of a new cla
shares by an unlimited comp

THURSDAY



A05 *A1D09E1F* 12/07/2012 #83
COMPANIES HOUSE

1 Company details

Company number 08020588

Company name in full LESPRIT 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

From Date d2 d0 m0 m6 y2 y0 y1 y2
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
B ORDINARY		4000	1.00	0.001	0.999

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)

276 16-7-12

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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
A ORDINARY	0 30	—	65000	£ 19,500.00
B ORDINARY	1 00	0.999	28000	£ 24,000.00
				£
				£
Totals			93000	£ 43,500.00

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	④ Total aggregate nominal value Please list total aggregate values in different currencies separately. For example £100 + €100 + \$10 etc
Total number of shares	93000	
Total aggregate nominal value ④	43500.00	

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

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

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

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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	A ORDINARY
Prescribed particulars 1	PLEASE SEE CONTINUATION PAGE
Class of share	B ORDINARY
Prescribed particulars 1	PLEASE SEE CONTINUATION PAGE
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 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

I am signing this form on behalf of the company

Signature

X *Murray Kane* X

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

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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 JULIE CONNOLLY

Company name Maclay Murray & Spens LLP

Address 1 George Square

Post town Glasgow

County/Region

Postcode G 2 1 A L

Country United Kingdom

DX GW67

Telephone 0141 248 5011

 **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 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



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

Class of share	A ORDINARY	
Prescribed particulars	<p style="text-align: center;">VOTING RIGHTS</p> <p>Subject to articles 3 3 2 and 6.5, the A Ordinary Shares and the B Ordinary Shares shall respectively confer on each holder thereof (in that capacity) the right to receive notice of and to attend, speak and vote at all general meetings of the Company and to vote on written resolutions and on a poll or written resolution to exercise one vote per Share provided that for so long as LDC, the Plan or any holding company or subsidiary of LDC or any subsidiary of any such holding company (each a "LDC Entity") shall be the legal or beneficial owner of A Ordinary Shares, such A Ordinary Shares so held by LDC Entities shall not together confer more than 49.9% of the total voting rights of all Shares at any time (subject always to article 3 3 2)</p> <p>3 3 2 In the event that</p> <ul style="list-style-type: none"> (a) all or any part of the principal amount of the Loan Notes, or any interest thereon, has become due for repayment or payment and has not been paid in full, or (b) a breach has occurred of the Shareholders Agreement or these Articles other than by a holder of A Ordinary Shares, which breach (if capable of remedy) has not been remedied within seven days of notice to the Company from an Investor Majority requiring it to be remedied, (c) In the reasonable opinion of an Investor Majority, if any Group Company requires emergency funding, <p>then, each holder of A Ordinary Shares shall (after becoming aware of the circumstances giving rise to the rights set out in article 3 3 2 and an Investor Majority having served notice upon the Company that additional votes are to be exercised) 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 a class ninety five per cent 95% of the total voting rights of all Shares at the relevant time.</p>	

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

Class of share	A ORDINARY	
Prescribed particulars	<p>VOTING RIGHTS CONTINUED</p> <p>6.5 If at any time any director or employee of, or consultant to, any Group Company shall cease (for whatever reason including (without limitation) death) to be a director or an employee of, or consultant to, any Group Company and such person and/or any Associate(s) of such person shall be the holder of any B Ordinary Shares (a "B Ordinary Leaver") then the B Ordinary Shares held by the B Ordinary Leaver and his Associates ("the B Leaver Shares") shall be subject to the following</p> <ul style="list-style-type: none"> • at the written direction of the Directors (with investor Approval) served upon the Company at its registered office, the B Leaver Shares shall cease to confer any right to vote on any resolution, or to receive notice of or attend, speak or vote at any general or class meeting of the Company, and • any B Leaver Shares shall be treated as though they confer votes in the same manner as the remaining B Ordinary Shares when: <ul style="list-style-type: none"> (a) calculating whether or not a Controlling Interest has been acquired for the purpose of the provisions of article 7, and (b) calculating the fair market value of such B Leaver Shares in accordance with articles 5.6 or 5.7 <p>DIVIDENDS</p> <p>In respect of any financial year of the Company the profits of the Company for the time being available for distribution shall, subject to Investor Approval, be applied amongst the holders of the A Ordinary Shares and the B Ordinary Shares (pari passu as if the same constituted one class of share)</p> <p>CAPITAL</p> <p>On a return of assets on liquidation, reduction of capital or otherwise, the surplus assets of the Company remaining after payment of its liabilities shall be distributed amongst the holders of the A Ordinary Shares and the B Ordinary Shares (pari passu as if the same constituted one class of share)</p> <p>REDEEMABLE</p> <p>The shares are not redeemable</p>	



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Prescribed particulars	<p style="text-align: center;">VOTING RIGHTS</p> <p>Subject to articles 3.3.2 and 6.5, the A Ordinary Shares and the B Ordinary Shares shall respectively confer on each holder thereof (in that capacity) the right to receive notice of and to attend, speak and vote at all general meetings of the Company and to vote on written resolutions and on a poll or written resolution to exercise one vote per Share provided that for so long as LDC, the Plan or any holding company or subsidiary of LDC or any subsidiary of any such holding company (each a "LDC Entity") shall be the legal or beneficial owner of A Ordinary Shares, such A Ordinary Shares so held by LDC Entities shall not together confer more than 49.9% of the total voting rights of all Shares at any time (subject always to article 3.3.2)</p> <p>3.3.2 In the event that</p> <ul style="list-style-type: none"> (a) all or any part of the principal amount of the Loan Notes, or any interest thereon, has become due for repayment or payment and has not been paid in full, or (b) a breach has occurred of the Shareholders Agreement or these Articles other than by a holder of A Ordinary Shares, which breach (if capable of remedy) has not been remedied within seven days of notice to the Company from an Investor Majority requiring it to be remedied; (c) In the reasonable opinion of an Investor Majority, if any Group Company requires emergency funding, <p>then, each holder of A Ordinary Shares shall (after becoming aware of the circumstances giving rise to the rights set out in article 3.3.2 and an Investor Majority having served notice upon the Company that additional votes are to be exercised) 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 a class ninety five per cent 95% of the total voting rights of all Shares at the relevant time</p>	

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Prescribed particulars	<p>VOTING RIGHTS CONTINUED</p> <p>6.5 If at any time any director or employee of, or consultant to, any Group Company shall cease (for whatever reason including (without limitation) death) to be a director or an employee of, or consultant to, any Group Company and such person and/or any Associate(s) of such person shall be the holder of any B Ordinary Shares (a "B Ordinary Leaver") then the B Ordinary Shares held by the B Ordinary Leaver and his Associates ("the B Leaver Shares") shall be subject to the following</p> <ul style="list-style-type: none">• at the written direction of the Directors (with investor Approval) served upon the Company at its registered office, the B Leaver Shares shall cease to confer any right to vote on any resolution, or to receive notice of or attend, speak or vote at any general or class meeting of the Company, and• any B Leaver Shares shall be treated as though they confer votes in the same manner as the remaining B Ordinary Shares when<ul style="list-style-type: none">(a) calculating whether or not a Controlling Interest has been acquired for the purpose of the provisions of article 7; and(b) calculating the fair market value of such B Leaver Shares in accordance with articles 5.6 or 5.7 <p>DIVIDENDS</p> <p>In respect of any financial year of the Company the profits of the Company for the time being available for distribution shall, subject to Investor Approval, be applied amongst the holders of the A Ordinary Shares and the B Ordinary Shares (pari passu as if the same constituted one class of share)</p> <p>CAPITAL</p> <p>On a return of assets on liquidation, reduction of capital or otherwise, the surplus assets of the Company remaining after payment of its liabilities shall be distributed amongst the holders of the A Ordinary Shares and the B Ordinary Shares (pari passu as if the same constituted one class of share)</p> <p>REDEEMABLE</p> <p>The shares are not redeemable</p>



Companies House
— for the record —

COMPANY NAME: LESPRIT LIMITED
COMPANY NUMBER: 8020588

A second filed SH01 was registered on 26/07/2012