

RP04

Second filing of a document previously delivered



✓ What this form is for
You can only use this form to file a second filing of a document delivered under the Companies Act 2006 on or after 1 October 2009 that held inaccuracies

A second filing of a document must only be filed where it is providing corrected information that has been properly delivered but inaccuracies still appear on the register

✗ What this form is NOT for
You cannot use this form to file a second filing of a document delivered under the Companies Act 1985 regardless of when it was delivered

A second filing of a document cannot be filed where it is providing information that was originally properly delivered. Form RP04 cannot be used in these circumstances

For further information, please refer to our guidance at www.companieshouse.gov.uk



A12 *A1DV10IW* 24/07/2012 #270
COMPANIES HOUSE

TUESDAY

1 Company details

Company number 0 8 0 2 0 5 8 8

Company name in full LESPRIT LIMITED

→ **Filing in this form**
Please complete in typescript or in bold black capitals
All fields are mandatory unless specified or indicated by *

2 Description of the original document

Document type ① RETURN OF ALLOTMENT OF SHARES - SH01

① **Description of the original document**
Please enter the document type (e.g. a Return of allotment of shares — SH01) and any distinguishing information if more than one document of that type was filed on the same day

Date of registration of the original document 01 08 2006 20 07 2012

3 Applicable documents

This form **only** applies to the following forms
AP01 Appointment of director
AP02 Appointment of corporate director
AP03 Appointment of secretary
AP04 Appointment of corporate secretary
CH01 Change of director's details
CH02 Change of corporate director's details
CH03 Change of secretary's details
CH04 Change of corporate secretary's details
TM01 Termination of appointment of director
TM02 Termination of appointment of secretary
SH01 Return of allotment of shares
AR01 Annual Return

4 Section 243 Exemption ②

If you are applying for, or have been granted, exemption under section 243 of the Companies Act 2006 and the document(s) you are updating contain(s) your usual residential address, please post this form along with the updated document(s) to the address below

The Registrar of Companies, PO BOX 4082, Cardiff, CF14 3WE

② If you are currently in the process of applying for or have been granted a Section 243 exemption, you may wish to check that you have not entered your usual residential address as the service address in the accompanying form (e.g. AP01 or CH01)

RP04

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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 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 can only use this form to file a second filing of a document delivered to the Registrar of Companies under the Companies Act 2006 on or after 1 October 2009 that held inaccuracies
- ☐ If you are updating a document where you have previously paid a fee, do not send a fee along with this form
- ☐ You have enclosed the second filed document(s)
- ☐ If the company to which this document relates has signed up to the PROOF (PROtected Online Filing) scheme, you must also deliver with this form, and the second filed document(s), a PR03 form 'Consent for paper filing'



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

Section 243 exemption

If you are applying for or have been granted a section 243 exemption, please post this whole form to the different postal address below
The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE



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

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

For further information, please
refer to our guidance at
www.companieshouse.gov.uk

1 Company details

Company number 08020588

Company name in full LESPRIT LIMITED

→ **Filing 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 d0 d1 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
A ORDINARY	£	65000	0 30	1 00	0 00
B ORDINARY	£	23998	1 00	0.000125	0 999875

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)

Return of allotment of shares

Section 4 (also **Section 5** and **Section 6**, if appropriate) should reflect the company's issued capital at the date of this return

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**.

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

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

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

SH01

Return of allotment of shares

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Contact name JULIE CONNOLLY

Company name Maclay Murray & Spens LLP

Address 1 George Square

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DX ED235 Edinburgh 1
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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

**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

**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

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	A ORDINARY	
Prescribed particulars	<p>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> <p>(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</p> <p>(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,</p> <p>(c) In the reasonable opinion of an Investor Majority, if any Group Company requires emergency funding,</p> <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>	

SH01 - continuation page
Return of allotment of shares



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>	

SH01 - continuation page

Return of allotment of shares



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

Class of share	B ORDINARY	
Prescribed particulars	<p>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>	

SH01 - continuation page
Return of allotment of shares



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

Class of share	B 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>	