

# SH01

## Return of allotment of shares

You can use the WebFiling service to file this form online.  
Please go to [www.companieshouse.gov.uk](http://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 subscription  
on formation of the company or  
for an allotment of a new class of  
shares by an unlimited company

SATURDAY



A06 \*A2LPTH8A\* 23/11/2013 #304

COMPANIES HOUSE

### 1 Company details

Company number 0 8 4 7 4 7 9 7

Company name in full CALEDONIA LION 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 d1 d1 m1 m1 y2 y0 y1 y3  
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
ORDINARY	GBP	88605250	0.002	0.99389	
B1 ORDINARY	GBP	2572425	0.005	0.01111	
B2 ORDINARY	GBP	1190937	0.01	0.01111	

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)

The following shares were allotted in consideration of the transfer to  
the Company by the allottees of certain shares in the capital of CP  
Equityco Limited (company number 05647316).

- 2,572,425 B1 Ordinary Shares
- 1,190,937 B2 Ordinary Shares
- 1,190,927 B3 Ordinary Shares
- 1,800,000 Deferred Shares

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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
SEE CONTINUATION PAGE				£
				£
				£
				£
<b>Totals</b>			0	£ 0 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
<b>Totals</b>				

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
<b>Totals</b>				

**6****Statement of capital (Totals)**

	Please give the total number of shares and total aggregate nominal value of issued share capital		<b>④ Total aggregate nominal value</b> Please list total aggregate values in different currencies separately For example £100 + €100 + \$10 etc
Total number of shares			
Total aggregate nominal value <b>④</b>			

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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**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

ORDINARY

Prescribed particulars

①

On a show of hands, every Ordinary Shareholder who (being an individual) is present in person or (being a company) is present by a representative shall have one vote. On a poll or on a written resolution, the Ordinary Shares shall carry the right in aggregate (divided between the Ordinary Shareholders pro rata to the numbers of Ordinary Shares held by them respectively) to 85% of the votes.

Class of share

B1 ORDINARY

Prescribed particulars

①

On a show of hands, every B1 Ordinary Shareholder who (being an individual) is present in person or (being a company) is present by a representative shall have one vote. On a poll or on a written resolution, the B1 Ordinary Shares shall carry the right in aggregate (divided between the B1 Ordinary Shareholders pro rata to the numbers of B1 Ordinary Shares held by them respectively) to 5% of the votes.

Class of share

B2 ORDINARY

Prescribed particulars

①

On a show of hands, every B2 Ordinary Shareholder who (being an individual) is present in person or (being a company) is present by a representative shall have one vote. On a poll or on a written resolution, the B2 Ordinary Shares shall carry the right in aggregate (divided between the B2 Ordinary Shareholders pro rata to the numbers of B2 Ordinary Shares held by them respectively) to 5% of the votes.

**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

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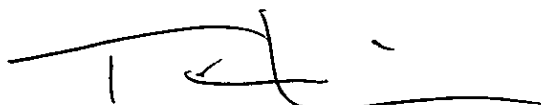
**Signature**

I am signing this form on behalf of the company

Signature

Signature

X



X

This form may be signed by  
Director 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 **Melissa Lloyd-Jones**Company name  
**Macfarlanes LLP**Address **20 Cursitor Street**

Post town

County/Region **London**Postcode **E C 4 A 1 L T**Country **UK**DX DX No **138 Chancery Lane**Telephone **+44 (0)20 7831 9222****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](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto: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](http://www.companieshouse.gov.uk)**

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

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

[illegible]

Please complete the table below to show any class of shares held in other currencies. Please complete a separate table for each currency.

- 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

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

Class of share	ORDINARY (continued)	
Prescribed particulars	<p>The Ordinary Shares carry the right, as respects dividends, to participate equally in any distributions</p> <p>On a return of capital on liquidation or otherwise, the surplus assets of the Company remaining after payment of its liabilities shall be distributed as follows:</p> <p>(i) first, until an amount per Ordinary Share and A Ordinary Share equal to 92 624p has been distributed to the holder of each such Share (in proportion to the numbers of Ordinary Shares and A Ordinary Shares held by each of them respectively),</p> <p>(ii) second, until an amount per Ordinary Share and Vested B Ordinary Share equal to</p> <p>(a) 92 624p, less</p> <p>(b) the amount per Ordinary Share distributed pursuant to (i) above,</p> <p>has been distributed to the holder of each such Share (in proportion to the numbers of Ordinary Shares and Vested B Ordinary Shares (see particulars of B1 Ordinary, B2 Ordinary, B3 Ordinary and B4 Ordinary Shares) held by each of them respectively), and</p> <p>(iii) third, the balance (if any) amongst the Ordinary Shareholders, B Ordinary Shareholders and Deferred Shareholders (in proportion to the numbers of Ordinary Shares, Vested B Ordinary Shares and Vested Deferred Shares (see particulars of Deferred Shares) held by each of them respectively)</p> <p>The Ordinary Shares are non-redeemable</p>	

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## Return of allotment of shares

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

Class of share	B1 ORDINARY (continued)
Prescribed particulars	<p>Those B1 Ordinary Shares that are Vested B Ordinary Shares (see below) carry the right, as respects dividends, to participate equally in any distributions</p> <p>In respect of B1 Ordinary Shares issued to an employee of the Company or any of its subsidiaries on any date (the "Issue Date")</p> <p>(a) prior to the second anniversary of the Issue Date, none of such B1 Ordinary Shares will be Vested B Ordinary Shares,</p> <p>(b) on or after the second anniversary, but prior to the third anniversary, of the Issue Date, 50% of such B1 Ordinary Shares will be Vested B Ordinary Shares, and</p> <p>(c) on or after the third anniversary of the Issue Date, all of such B1 Ordinary Shares will be Vested B Ordinary Shares</p> <p>On a return of capital on liquidation or otherwise, the surplus assets of the Company remaining after payment of its liabilities shall be distributed as follows:</p> <p>(i) first, until an amount per Ordinary Share and A Ordinary Share equal to 92 624p has been distributed to the holder of each such Share (in proportion to the numbers of Ordinary Shares and A Ordinary Shares held by each of them respectively),</p> <p>(ii) second, until an amount per Ordinary Share and Vested B Ordinary Share (see above and particulars of B2 Ordinary, B3 Ordinary and B4 Ordinary Shares) equal to</p> <p>(a) 92 624p, less</p> <p>(b) the amount per Ordinary Share distributed pursuant to (i) above,</p> <p>has been distributed to the holder of each such Share (in proportion to the numbers of Ordinary Shares and Vested B Ordinary Shares held by each of them respectively), and</p> <p>(iii) third, the balance (if any) amongst the Ordinary Shareholders, B Ordinary Shareholders and Deferred Shareholders (in proportion to the numbers of Ordinary Shares, Vested B Ordinary Shares and Vested Deferred Shares (see particulars of Deferred Shares) held by each of them respectively)</p> <p>The B1 Ordinary Shares are non-redeemable</p>



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

Class of share	B2 ORDINARY (continued)	
Prescribed particulars	<p>Those B2 Ordinary Shares that are Vested B Ordinary Shares (see below) carry the right, as respects dividends, to participate equally in any distributions</p> <p>In respect of B2 Ordinary Shares issued to an employee of the Company or any of its subsidiaries on any date (the "Issue Date")</p> <p>(a) prior to the second anniversary of the Issue Date, none of such B2 Ordinary Shares will be Vested B Ordinary Shares,</p> <p>(b) on or after the second anniversary, but prior to the third anniversary, of the Issue Date, 50% of such B2 Ordinary Shares will be Vested B Ordinary Shares, and</p> <p>(c) on or after the third anniversary of the Issue Date, all of such B2 Ordinary Shares will be Vested B Ordinary Shares</p> <p>On a return of capital on liquidation or otherwise, the surplus assets of the Company remaining after payment of its liabilities shall be distributed as follows</p> <p>(i) first, until an amount per Ordinary Share and A Ordinary Share equal to 92 624p has been distributed to the holder of each such Share (in proportion to the numbers of Ordinary Shares and A Ordinary Shares held by each of them respectively),</p> <p>(ii) second, until an amount per Ordinary Share and Vested B Ordinary Share (see above and particulars of B1 Ordinary, B3 Ordinary and B4 Ordinary Shares) equal to</p> <p>(a) 92 624p, less</p> <p>(b) the amount per Ordinary Share distributed pursuant to (i) above,</p> <p>has been distributed to the holder of each such Share (in proportion to the numbers of Ordinary Shares and Vested B Ordinary Shares held by each of them respectively), and</p> <p>(iii) third, the balance (if any) amongst the Ordinary Shareholders, B Ordinary Shareholders and Deferred Shareholders (in proportion to the numbers of Ordinary Shares, Vested B Ordinary Shares and Vested Deferred Shares (see particulars of Deferred Shares) held by each of them respectively)</p> <p>The B2 Ordinary Shares are non-redeemable</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	B3 ORDINARY	
Prescribed particulars	<p>On a show of hands, every B3 Ordinary Shareholder who (being an individual) is present in person or (being a company) is present by a representative shall have one vote. On a poll or on a written resolution, the B3 Ordinary Shares shall carry the right in aggregate (divided between the B3 Ordinary Shareholders pro rata to the numbers of B3 Ordinary Shares held by them respectively) to 5% of the votes.</p> <p>Those B3 Ordinary Shares that are Vested B Ordinary Shares (see below) carry the right, as respects dividends, to participate equally in any distributions.</p> <p>In respect of B3 Ordinary Shares issued to an employee of the Company or any of its subsidiaries on any date (the "Issue Date")</p> <p>(a) prior to the second anniversary of the Issue Date, none of such B3 Ordinary Shares will be Vested B Ordinary Shares,</p> <p>(b) on or after the second anniversary, but prior to the third anniversary, of the Issue Date, 50% of such B3 Ordinary Shares will be Vested B Ordinary Shares, and</p> <p>(c) on or after the third anniversary of the Issue Date, all of such B3 Ordinary Shares will be Vested B Ordinary Shares.</p> <p>On a return of capital on liquidation or otherwise, the surplus assets of the Company remaining after payment of its liabilities shall be distributed as follows:</p> <p>(i) first, until an amount per Ordinary Share and A Ordinary Share equal to 92 624p has been distributed to the holder of each such Share (in proportion to the numbers of Ordinary Shares and A Ordinary Shares held by each of them respectively),</p> <p>(ii) second, until an amount per Ordinary Share and Vested B Ordinary Share (see above and particulars of B1 Ordinary, B2 Ordinary and B4 Ordinary Shares) equal to</p> <p>(a) 92 624p, less</p> <p>(b) the amount per Ordinary Share distributed pursuant to (i) above,</p> <p>has been distributed to the holder of each such Share (in proportion to the numbers of Ordinary Shares and Vested B Ordinary Shares held by each of them respectively), and</p> <p>(iii) third, the balance (if any) amongst the Ordinary Shareholders, B Ordinary Shareholders and Deferred Shareholders (in proportion to the numbers of Ordinary Shares, Vested B Ordinary Shares and Vested Deferred Shares (see particulars of Deferred Shares) held by each of them respectively).</p> <p>The B3 Ordinary Shares are non-redeemable.</p>	

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

Class of share	B4 ORDINARY	
Prescribed particulars	<p>The B4 Ordinary Shares carry no right to vote</p> <p>Those B4 Ordinary Shares that are Vested B Ordinary Shares (see below) carry the right, as respects dividends, to participate equally in any distributions</p> <p>In respect of B4 Ordinary Shares issued to an employee of the Company or any of its subsidiaries on any date (the "Issue Date")</p> <p>(a) prior to the second anniversary of the Issue Date, none of such B4 Ordinary Shares will be Vested B Ordinary Shares,</p> <p>(b) on or after the second anniversary, but prior to the third anniversary, of the Issue Date, 50% of such B4 Ordinary Shares will be Vested B Ordinary Shares, and</p> <p>(c) on or after the third anniversary of the Issue Date, all of such B4 Ordinary Shares will be Vested B Ordinary Shares</p> <p>On a return of capital on liquidation or otherwise, the surplus assets of the Company remaining after payment of its liabilities shall be distributed as follows</p> <p>(i) first, until an amount per Ordinary Share and A Ordinary Share equal to 92 624p has been distributed to the holder of each such Share (in proportion to the numbers of Ordinary Shares and A Ordinary Shares held by each of them respectively),</p> <p>(ii) second, until an amount per Ordinary Share and Vested B Ordinary Share (see above and particulars of B1 Ordinary, B2 Ordinary and B3 Ordinary Shares) equal to</p> <p>(a) 92 624p, less</p> <p>(b) the amount per Ordinary Share distributed pursuant to (i) above,</p> <p>has been distributed to the holder of each such Share (in proportion to the numbers of Ordinary Shares and Vested B Ordinary Shares held by each of them respectively), and</p> <p>(iii) third, the balance (if any) amongst the Ordinary Shareholders, B Ordinary Shareholders and Deferred Shareholders (in proportion to the numbers of Ordinary Shares, Vested B Ordinary Shares and Vested Deferred Shares (see particulars of Deferred Shares) held by each of them respectively)</p> <p>The B4 Ordinary Shares are non-redeemable</p>	

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

Class of share	DEFERRED
Prescribed particulars	<p>The Deferred Shares carry no right to vote</p> <p>Those Deferred Shares that are Participating Deferred Shares (see below) carry the right, as respects dividends, to participate equally in any distributions</p> <p>In respect of Deferred Shares issued to an employee of the Company or any of its subsidiaries on any date (the "Issue Date")</p> <p>(a) prior to the third anniversary of the Issue Date, none of such Deferred Shares will be Participating Deferred Shares, and</p> <p>(b) on or after the third anniversary of the Issue Date, all of such Deferred Shares will be Participating Deferred Shares</p> <p>On a return of capital on liquidation or otherwise, the surplus assets of the Company remaining after payment of its liabilities shall be distributed as follows</p> <p>(i) first, until an amount per Ordinary Share and A Ordinary Share equal to 92 624p has been distributed to the holder of each such Share (in proportion to the numbers of Ordinary Shares and A Ordinary Shares held by each of them respectively),</p> <p>(ii) second, until an amount per Ordinary Share and Vested B Ordinary Share (see particulars of B1 Ordinary, B2 Ordinary, B3 Ordinary and B4 Ordinary Shares) equal to</p> <p>(a) 92 624p, less</p> <p>(b) the amount per Ordinary Share distributed pursuant to (i) above,</p> <p>has been distributed to the holder of each such Share (in proportion to the numbers of Ordinary Shares and Vested B Ordinary Shares held by each of them respectively), and</p> <p>(iii) third, the balance (if any) amongst the Ordinary Shareholders, B Ordinary Shareholders and Deferred Shareholders (in proportion to the numbers of Ordinary Shares, Vested B Ordinary Shares and Vested Deferred Shares (see below) held by each of them respectively)</p> <p>In respect of Deferred Shares issued to an employee of the Company or any of its subsidiaries on any Issue Date</p> <p>(a) prior to the second anniversary of the Issue Date, none of such Deferred Shares will be Vested Deferred Shares, and</p> <p>(b) on or after the second anniversary of the Issue Date, all of such Deferred Shares will be Vested Deferred Shares</p> <p>The Deferred Shares are non-redeemable</p>