

SH01

Return of allotment of shares



Companies House



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☒ **What this form is for**
You may use this form to give
notice of shares allotted following
incorporation.

☐ **What this form is for**
You cannot use this form to give
notice of shares allotted following
formation of the company or for an allotment of
shares by an unlimited company.

THURSDAY



A5YWECOP

A22 26/01/2017 #192
COMPANIES HOUSE

A5MX12GP

A11 30/12/2016 #416
COMPANIES HOUSE

1 Company details

Company number 8 4 8 6 5 0 9
Company name in full ADDISON LEE HOLDINGS 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 d d m m y y y y 1 6 1 2 2 0 1 6
To Date d d m m y y y y 2 0 1 6

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
GBP	C ORDINARY	450,000	0.07	0.07	
GBP	D ORDINARY	150,000	0.0001	0.0001	
GBP	E ORDINARY	20,000,000	0.000001	0.000001	

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 SHARES	4,500,000	£45,000	
GBP	B ORDINARY SHARES	500,000	£5,000	
GBP	PREFERENCE	70,129,142	£701,291.42	
		Totals	75,129,142 £751,291.42	0

Currency table B

		Totals		

Currency table C

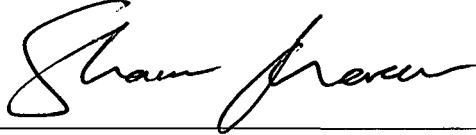
		Totals		

		Totals (including continuation pages)	Total number of shares 95,729,142	Total aggregate nominal value ❶ £782,826.42	Total aggregate amount unpaid ❶ 0
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❶ Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.

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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	A ORDINARY	
Prescribed particulars ①	Please see continuation page.	
Class of share	B ORDINARY	
Prescribed particulars ①	Please see continuation page.	
Class of share	PREFERENCE	
Prescribed particulars ①	The preference shares are non-voting. The preference shares are entitled to (i) a 12% cumulative preferential dividend but otherwise do not participate in respect of dividends and (ii) a distribution of capital on liquidation whereby the preference shares rank first in relation to the 12% cumulative preferential dividend and principle repayment and before the A ordinary shares and the B ordinary shares. The preference shares are redeemable.	
<p>① Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <ul style="list-style-type: none"> 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. <p>A separate table must be used for each class of share.</p> <p>Continuation page Please use a Statement of Capital continuation page if necessary.</p>		
6	Signature	
	I am signing this form on behalf of the company.	
Signature	<p>Signature</p> <p>X  X</p> <p>This form may be signed by: Director ②, Secretary, Person authorised ③, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.</p>	
<p>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.</p> <p>③ Person authorised Under either section 270 or 274 of the Companies Act 2006.</p>		

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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
KARIMA SALWAY

Company name
LATHAM & WATKINS LLP

Address
99 BISHOPSGATE

Post town
LONDON

County/Region

Postcode
E C 2 M 3 X F

Country
UK

DX

Telephone
02077104622

**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

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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	C ORDINARY	450,000	£31,500	
GBP	D ORDINARY	150,000	£15	
GBP	E ORDINARY	20,000,000	£20	
Totals		20600000	£31,535	0

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	A ORDINARY	
Prescribed particulars	<p>All defined terms shall have the meanings given to them in the company's articles of association. Each A ordinary share carries one vote on a show of hands, and on a poll or a written resolution the holders of A ordinary shares shall have, in aggregate, such numbers of votes as entitles the holders of A ordinary shares to exercise 75 per cent of the total votes. Each A ordinary share is entitled to dividend payments and shall rank second and behind the preference shares and dividends shall be distributed to the holders of the A ordinary shares and the Management Shares as the board of the directors with the consent of the Majority Investor shall determine. Each A ordinary share is entitled to a distribution of capital on a liquidation whereby the surplus assets of the company after the payment of proceeds to the holders of preference shares shall be (1) paid to the holders of A ordinary shares and the holders of B ordinary shares on a pro-rata basis up to the value of the B Cap; (2) holders of the C ordinary shares, D ordinary shares and E ordinary shares shall receive, on a pro-rata basis, an amount equal to the Subscription Price of such ordinary shares; (3) next, to holders of the A ordinary shares, C ordinary shares, D ordinary shares and E ordinary shares, on a pro-rata basis, any remaining Liquidation Proceeds until the holders of the E ordinary shares have received in aggregate an amount equal to the E Cap; (4) next (and subject to the terms of Article 29.2 (h)), in paying to the holders of A ordinary shares, C ordinary shares and D ordinary shares, on a pro-rata basis, any remaining Liquidation Proceeds. The A ordinary shares are non-redeemable.</p>	

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5 Statement of capital (prescribed particulars of rights attached to shares)		
Class of share	B ORDINARY	
Prescribed particulars	<p>All defined terms shall have the meanings given to them in the company's articles of association. The B ordinary shares are non-voting. Each B ordinary share is entitled to dividend payments and shall rank second and behind the preference shares and dividends shall be distributed to the holders of the A ordinary shares and the Management Shares as the board of the directors with the consent of the Majority Investor shall determine. Each B ordinary share is entitled to a distribution of capital on a liquidation whereby the surplus assets of the company after the payment of proceeds to the holders of preference shares shall be paid to the holders of A ordinary shares and the holders of B ordinary shares on a pro-rata basis up to the value of the B Cap. The B ordinary shares are non-redeemable.</p>	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	C ORDINARY	
Prescribed particulars	<p>All defined terms shall have the meanings given to them in the company's articles of association. Each C ordinary share carries one vote on a show of hands, and on a poll or a written resolution the holders of the C ordinary shares shall have, in aggregate, such numbers of votes as entitles the holders of C ordinary shares to exercise 25 per cent of the total votes. Each C ordinary share is entitled to dividend payments and shall rank second and behind the preference shares and dividends shall be distributed to the holders of the A ordinary shares and the Management Shares as the board of the directors with the consent of the Majority Investor shall determine. Each C ordinary share is entitled, after the payment of Liquidation Proceeds to (A) the holders of preference shares and then (B) to the holders of A ordinary shares and the holders of B ordinary shares on a pro-rata basis up to the value of the B Cap, to a distribution of capital on a liquidation as follows: (1) holders of the C ordinary shares, D ordinary shares and E ordinary shares shall receive, on a pro-rata basis, an amount equal to the Subscription Price of such ordinary shares; (2) any remaining Liquidation Proceeds shall be paid to holders of the A ordinary shares, C ordinary shares, D ordinary shares and E ordinary shares, on a pro-rata basis, until the holders of the E ordinary shares have received in aggregate an amount equal to the E Cap; (3) (subject to the terms of Article 29.2 (h)), any remaining Liquidation Proceeds shall be paid to the holders of A ordinary shares, C ordinary shares and D ordinary shares on a pro-rata basis. The C ordinary shares are non-redeemable.</p>	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	D ORDINARY	
Prescribed particulars	<p>All defined terms shall have the meanings given to them in the company's articles of association. The D ordinary shares are non-voting. Each D ordinary share is entitled to dividend payments and shall rank second and behind the preference shares and dividends shall be distributed to the holders of the A ordinary shares and the Management Shares as the board of the directors with the consent of the Majority Investor shall determine. Each D ordinary share is entitled, after the payment of Liquidation Proceeds to (A) the holders of preference shares and then (B) to the holders of A ordinary shares and the holders of B ordinary shares on a pro-rata basis up to the value of the B Cap, to a distribution of capital on a liquidation as follows: (1) holders of the C ordinary shares, D ordinary shares and E ordinary shares shall receive, on a pro-rata basis, an amount equal to the Subscription Price of such ordinary shares; (2) any remaining Liquidation Proceeds shall be paid to holders of the A ordinary shares, C ordinary shares, D ordinary shares and E ordinary shares, on a pro-rata basis, until the holders of the E ordinary shares have received in aggregate an amount equal to the E Cap; (3) (subject to the terms of Article 29.2 (h)), any remaining Liquidation Proceeds shall be paid to the holders of A ordinary shares, C ordinary shares and D ordinary shares on a pro-rata basis. The D ordinary shares are non-redeemable.</p>	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	E ORDINARY	
Prescribed particulars	<p>All defined terms shall have the meanings given to them in the company's articles of association. The E ordinary shares are non-voting. Each D ordinary share is entitled to dividend payments and shall rank second and behind the preference shares and dividends shall be distributed to the holders of the A ordinary shares and the Management Shares as the board of the directors with the consent of the Majority Investor shall determine. Each E ordinary share is entitled, after the payment of Liquidation Proceeds to (A) the holders of preference shares and then (B) to the holders of A ordinary shares and the holders of B ordinary shares on a pro-rata basis up to the value of the B Cap, to a distribution of capital on a liquidation as follows: (1) holders of the C ordinary shares, D ordinary shares and E ordinary shares shall receive, on a pro-rata basis, an amount equal to the Subscription Price of such ordinary shares and (2) any remaining Liquidation Proceeds shall be paid to holders of the A ordinary shares, C ordinary shares, D ordinary shares and E ordinary shares, on a pro-rata basis, until the holders of the E ordinary shares have received in aggregate an amount equal to the E Cap. The E ordinary shares are non-redeemable.</p>	