

SH01

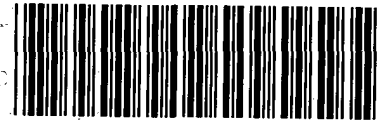
Return of allotment of shares

You can use the WebFiling service to file this form online.
Please go to www.companeshouse.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 a company
on formation of the company or
for an allotment of a new class of
shares by an unlimited company.

FRIDAY



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26/06/2015

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COMPANIES HOUSE

1

Company details

Company number 08674822

Company name in full Ascot Topco 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 d2 d9 m0 m4 y2 y0 y1 y5
To Date d2 d6 m0 m5 y2 y0 y1 y5

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	GBP	13,300	1.00	6.25	0.00
B ORDINARY	GBP	5000	1.00	1.00	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)

NO SHARES ALLOTTED OTHER THAN FOR CASH

SH01**Return of allotment of shares****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	1.00	0.00	1552000	£ 155,200
B ORDINARY	1.00	0.00	433000	£ 433,000
B ORDINARY	6.25	0.00	13300	£ 13,300
PREFERENCE	1.00	0.00	7500000	£ 75,000
Totals			9498300	£ 676,500.00

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.		③ Total aggregate nominal value Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.
Total number of shares	9,498,300	
Total aggregate nominal value ①	676,500	

① Including both the nominal value and any share premium.

② E.g. Number of shares issued multiplied by nominal value of each share.

③ Total number of issued shares in this class.

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

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 sheet

Class of share

B ORDINARY

Prescribed particulars

1

Please see continuation sheet

Class of share

PREFERENCE

Prescribed particulars

1

Please see continuation sheet

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

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.

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 **Laura Kelly**

Company name **Travers Smith LLP**

Address **10 Snow Hill**

Post town **London**

County/Region

Postcode

E

C

I

A

2

A

L

Country

DX

Telephone



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.



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

SH01 - continuation page

Return of allotment of shares

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

Class of share	A ORDINARY
Prescribed particulars	<p>- subject to investor consent, recommendation from the board of directors and payment of the Preference Share dividend, the holders of the A Ordinary Shares shall be entitled to a payment of a dividend from the available profits of the company. The dividend shall be distributed amongst the holders of the A Ordinary Shares and B Ordinary Shares (pari passu as if the same constituted one class of share) according to the number of such shares held by the relevant shareholder at the time of the dividend payment.</p> <p>- the holders of the A Ordinary Shares shall be entitled to a return of capital from the surplus assets of the company remaining after the payment of its liabilities (including, for the avoidance of doubt, any debts arising from non-payment of Preference Dividends and all other sums payable in priority. The return of capital shall be distributed amongst the holders of the A Ordinary Shares and B Ordinary Shares (pari passu as if the same constituted one class of share) according to the number of such shares held by the relevant shareholder at the time of the return of capital payment.</p> <p>- Entitlement to vote on a written resolution, on a resolution to be passed on a show of hands and on a resolution to be passed on a poll except where a default event (as defined in the articles) has occurred, at which point their entitlement shall cease</p> <p>- The shares are not redeemable</p>

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	<ul style="list-style-type: none"> - subject to investor consent, recommendation from the board of directors and payment of the Preference Share dividend, the holders of the B Ordinary Shares shall be entitled to a payment of a dividend from the available profits of the company. The dividend shall be distributed amongst the holders of the A Ordinary Shares and B Ordinary Shares (pari passu as if the same constituted one class of share) according to the number of such shares held by the relevant shareholder at the time of the dividend payment. - the holders of the B Ordinary Shares shall be entitled to a return of capital from the surplus assets of the company remaining after the payment of its liabilities (including, for the avoidance of doubt, any debts arising from non-payment of Preference Dividends and all other sums payable in priority. The return of capital shall be distributed amongst the holders of the A Ordinary Shares and B Ordinary Shares (pari passu as if the same constituted one class of share) according to the number of such shares held by the relevant shareholder at the time of the return of capital payment. - Entitlement to vote on a written resolution, on a resolution to be passed on a show of hands and on a resolution to be passed on a poll except where a default event (as defined in the articles) has occurred, at which point their entitlement shall cease. - The shares are not redeemable 	

SH01 - continuation page

Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	PREFERENCE	
Prescribed particulars	<ul style="list-style-type: none"> - Without consent and before application of any profits, the Company shall accrue in respect of each Preference Share a fixed cumulative preferential dividend at the annual rate of 10% of the Issue Price per Preference Share. The point where the dividend is payable is outlined in the articles of association. - The holders of the Preference Shares shall be given priority over holders of any other class of share on payments made on a return of capital. The Preference Shareholders shall be entitled to 100% of the Issue Price of the Shares and the aggregate amount of any accruals and/or unpaid amounts of the dividend allotted to them. - Entitlement to receive notice and a copy of any resolution circulated, but not to attend or vote at any general meeting unless an event of default has occurred. Where an event of default has occurred, the investors holding Preference Shares shall be entitled to attend any general meeting and vote on any written resolution, poll or show of hands. - The Preference Shares are redeemable in accordance with the articles of association of the company. 	