

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 for**
You cannot use this form to give
notice of shares taken on formation of the company
for an allotment of shares by an unlimited company

TUESDAY



A18
06/01/2015
COMPANIES HOUSE #24

1 Company details

Company number 1 4 6 8 5 2 8

Company name in full DAS Europe 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 ¹

From Date d1 d9 m1 m2 y2 y0 y1 y4

To Date d1 d9 m1 m2 y2 y0 y1 y4

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

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)	Amount (if any) unpaid (including share premium)
Non-Voting Ordinary Shares		8	12 5p	1 00	
Ordinary Shares		8	12 5p	1 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

Details of non-cash
consideration
If a PLC, please attach
valuation report (if
appropriate)

Capital Investment received from Diversified Agency Services Limited to redeem 134,600,000
cumulative redeemable preference shares of £1 00 each and settlement of outstanding loans with
Omnicom Finance plc and Omnicom Financial Services Limited

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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
Ordinary Shares	12 5p		8,032	£ 1,004 00
Non-Voting Ordinary Shares	12 5p		8	£ 1 00
				£
				£
Totals				£ 1,005 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 ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Totals				

Currency				
Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
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	8,040	
Total aggregate nominal value ③	£1,005 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		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
Class of share	Ordinary Shares of 12 5p each		
Prescribed particulars ①	Voting Clause 6 1 The Ordinary Shares shall confer on each holder of Ordinary Shares the right to receive notice of and to attend, speak and vote at all general meetings of the Company, and each Ordinary Share shall carry one vote per share		
Class of share	Non-Voting Ordinary Shares of 12 5p each		
Prescribed particulars ①	Voting Clause 6 2 The Non-Voting Ordinary Shares shall confer no right to receive notice of any general meetings of the Company or to attend, speak or vote at any such general meeting		
Class of share	Ordinary Shares of 12 5p each		
Prescribed particulars ①	Distribution - Clause 5 1 On a return of assets on liquidation, capital reduction or otherwise (other than a conversion, redemption or purchase of shares), the assets of the Company remaining after the payment of its liabilities shall pay the holders of the Ordinary Shares and the Non-Voting Ordinary Shares,		

8 Signature

	I am signing this form on behalf of the company		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
Signature	Signature 		
This form may be signed by Director ②, Secretary, Person authorised ③, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager			

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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 Mrs S A Bray

Company name Omnicom Europe Ltd

Address 239 Old Marylebone Road

Post town London

County/Region

Postcode N W 1 5 Q T

Country UK

DX

Telephone 020 7298 7007

**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,
First Floor, Waterfront Plaza, 8 Laganbank Road,
Belfast, Northern Ireland, BT1 3BS
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

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	Ordinary Shares of 12 5p each	
Prescribed particulars	<p>Voting continued</p> <p>Clause 9 1 Regulations 60 and 61 of Table A shall be modified by the addition of the following sentence at the end of each of those Regulations "The appointment of a proxy shall be in writing sent to such address (including any number) as may be notified by or on behalf of the Company for that purpose and may be in such form as the directors may approve including requirements as to the use of such discrete identifier or provision of such other information by a member so as to verify the identity of such member and as to the authenticity of any electronic signature thereon "</p> <p>Clause 9 2 If more than one appointment of a proxy relating to the same share is deposited, delivered or received for the purposes of the same meeting, the appointment last delivered or received shall prevail in conferring authority on the person named therein to attend the meeting and vote An appointment of proxy in electronic form found by the Company to contain a computer virus shall not be accepted by the Company and shall be invalid</p> <p>Clause 9 3 The appointment of a proxy and any authority under which it is executed or a copy of such authority certified notari ally or in some other way approved by the directors may</p> <p>Clause 9 3 1 in the case of an appointment in hard copy form, be</p> <p>Clause 9 3 1 1 deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than 24 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or Clause 9 3 1 2 delivered at the meeting or adjourned meeting at which the person named in the instrument proposes to vote at any time before the meeting in question takes place to the Chairman or to the secretary (if any) or to any director, or</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	Ordinary Shares of 12 5p each - Voting continued	
Prescribed particulars	<p>Clause 9 3 2 in the case of an appointment in electronic form, where an address has been specified by the Company pursuant to section 333 of the 2006 Act for the purpose of receiving communications in that form, be received at that address not less than 24 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote, or</p> <p>Clause 9 3 3 in the case of a poll, be delivered in hard copy form at the meeting at which the poll was demanded to the Chairman or to the secretary (if any) or to any director, or at the time and place at which the poll is held to the Chairman or to the secretary (if any) or to any director or scrutineer, and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid Regulation 62 of Table A shall not apply</p> <p>Clause 9 4 Regulation 63 of Table A shall apply as if the words "contained in an electronic communication" were deleted and replaced with the words "in electronic form"</p> <p>Clause 14 1 Save as otherwise specified in these Articles or the Act and subject to any limitations, conditions or terms attaching to any authorisation given by the directors for the purposes of section 175(4) (b) of the 2006 Act, a director may vote on, and be counted in the quorum in relation to any resolution relating to a matter in which he has, or can have</p> <p>Clause 14 1 1 a direct or indirect interest or duty which conflicts, or possibly may conflict, with the interests of the Company, and</p> <p>Clause 14 1 2 a conflict of interest arising in relation to an existing or a proposed transaction or arrangement with the Company</p> <p>Clause 14 2 Regulations 94 to 98 (inclusive) of Table A shall not apply</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	Ordinary Shares of 12 5p each - Distribution continued	
Prescribed particulars	<p>Clause 3 2 The Directors may only exercise the power of the Company to allot and issue shares or to grant rights to subscribe for, or to convert any security into, shares, in order to allot or issue shares to the Controlling Shareholder in writing Clause 3 3 Subject to Article 3 2, the directors are authorised, for the purposes of s 551 of the 2006 Act, to allot and issue shares or to grant rights to subscribe for, or to convert any security into, Shares up to an aggregate nominal value of £5,748,996 00 This authority shall expire on the fifth anniversary of adoption of these Articles, unless previously revoked, renewed or varied by the Company in general meeting Clause 3 4 The directors shall be entitled, pursuant to the authority conferred by Article 3 3 or any renewal or variation of such authority, to make at any time prior to its expiry any offer or agreement which would or might require relevant securities to be allotted after such expiry and to allot relevant securities pursuant to any such offer or agreement Clause 3 5 The provisions of ss 561 and 562 of the Act shall not apply to the Company Clause 4 1 The shares in the capital of the Company shall rank pari passu in all respects save as otherwise set out in these articles, but shall constitute separate classes of shares Clause 7 1 Regulation 24 of Table A shall apply as if the first sentence was deleted and replaced with the following "The directors may, in their absolute discretion, refuse to register the transfer of any share in the capital of the Company, whether fully or partly paid, save that the directors shall be obliged to register any transfer of shares made to or by, or with the express written consent of, the Controlling Shareholder Clause 7 2 The Controlling Shareholder may at any time by notice given to the Nominee at the registered address of the Nominee shown in the register of members of the Company require the Nominee to transfer all or any shares registered in his name to the Controlling Shareholder or any other person specified in the notice for no consideration If the Nominee shall fail within 48 hours after service of the notice to transfer the shares in question, the directors may authorise any person to execute on behalf of and as agent for the Nominee any necessary instrument of transfer and shall cause the name of the transferee to be entered in the register as the holder of the shares in question</p>	