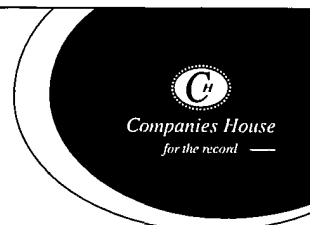


# SH01

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

WEDNESDAY



A06 \*A4LDMIQZ\* 02/12/2015 #238  
COMPANIES HOUSE

### 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 <sup>1</sup>

From Date d2 d7 m1 m1 y2 y0 y1 y5  
To Date d2 d7 m1 m1 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.

**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 <sup>2</sup>	Number of shares allotted	Nominal value of each share	Amount paid (including share premium)	Amount (if any) unpaid (including share premium)
Ordinary		8	12.5p	100	

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)

The allotment is in regards to the acquisition of Fishburn Communications Limited dated  
27/11/2015.

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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 ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Ordinary	12.5p		8,032	£ 1004.00
Non-Voting Ordinary Shares	12.5p		8	£ 100.00
				£
				£
<b>Totals</b>			8,040	£ 1104.00

**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.		<b>❹ Total aggregate nominal value</b> Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.
Total number of shares	8040	
Total aggregate nominal value ❹	£1104.00	

❶ Including both the nominal value and any share premium.

❷ Total number of issued shares in this class.

❸ 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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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 <b>Section 4</b> and <b>Section 5</b> .	<b>① Prescribed particulars of rights attached to shares</b>  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.  <b>Continuation page</b> Please use a Statement of Capital continuation page if necessary.
Class of share	Ordinary Shares of 12.5p each	
Prescribed particulars ①	Voting: Clause 7.1 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. Clause 10.1 No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. One member holding more than one half in nominal value of the issued ordinary share capital	
Class of share	Ordinary Shares of 12.5p each	
Prescribed particulars ①	of the Company for the time being and present in person or by proxy or representative shall constitute a quorum and shall be deemed for this purpose to constitute a valid meeting but, save in such a case, two members present in person or by proxy or representative shall be a quorum. Clause 11.1 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	
Class of share	Ordinary Shares of 12.5p each	
Prescribed particulars ①	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." Clause 11.2 If more than one appointment of a proxy relating to the same share is deposited, delivered or received for	

**8 Signature**

	I am signing this form on behalf of the company.	<b>② Societas Europaea</b> 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.  <b>③ Person authorised</b> 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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## 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 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

**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,  
First Floor, Waterfront Plaza, 8 Laganbank Road,  
Belfast, Northern Ireland, BT1 3BS.  
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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## Return of allotment of shares

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>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 11.3 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: Clause 11.3.1 in the case of an appointment in hard copy form, be: Clause 11.3.1.1 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 11.3.1.2 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 Clause 11.3.2 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 Clause 11.3.3 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. Clause 16.1 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: Clause 16.1.1 a direct or indirect interest or duty which conflicts, or possibly may conflict, with the interests of the Company; and</p>	

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## Return of allotment of shares

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 16.1.2 a conflict of interest arising in relation to an existing or a proposed transaction or arrangement with the Company.</p> <p>Rights re Capital:</p> <p>Clause 3.1 No share or beneficial interest in a share shall be issued or allotted to any person other than the Controlling Shareholder or some other person expressly approved by the Controlling Shareholder in writing. Subject to that and to the provisions of section 80 of the 1985 Act, all the unissued shares for the time being in the capital of the Company shall be at the disposal of the directors who may allot, grant options over or otherwise dispose of them to such persons at such times and generally on such terms and conditions as they think proper. Clause 3.2 The directors are authorised, for the purposes of section 80 of the 1985 Act, to allot and issue relevant securities (as defined in section 80(2) of the 1985 Act) up to an aggregate nominal value of £5,749,998.00. 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 3.3 The directors shall be entitled, pursuant to the authority conferred by Article 3.2 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 3.4 The provisions of sections 89(1) and 90(1) to (6) of the 1985 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 9.1 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, or made pursuant to Article 0." Clause 9.2 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.</p>	

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## Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	Ordinary Shares of 12.5p each	
Prescribed particulars	<p><b>Rights re Capital:</b> 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. After the name of the transferee has been entered in the register in purported exercise of these powers, the validity of the proceedings shall not be questioned by any person.</p> <p><b>Redemption of Shares:</b> Clause 6.1 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 (to the extent that the Company is lawfully able to do so) be applied in the following order of priority: Clause 6.1.1 first, in paying to the holders of the Preference Shares in respect of each Preference Share they hold, the Subscription Price per Preference Share, together with a sum equal to any arrears and accruals of the Preferred Dividend calculated down to and including the date of the return of capital (and to be payable irrespective of whether such dividend would be unlawful by reason of there being insufficient Available Profits) and, if there is a shortfall of assets remaining to satisfy the entitlements of holders of Preference Shares in full, the proceeds shall be distributed to the holders of the Preference Shares in proportion to the amounts due to each such Preference Share held; Clause 6.1.2 second, in paying the holders of the Ordinary Shares, the balance (if any) of such assets on a pro rata basis according to the amount for the time being paid up on such Ordinary Shares.</p>	

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## Return of allotment of shares

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

Class of share	Non-Voting Ordinary Shares of 12.5p each	
Prescribed particulars	<p>Voting:</p> <p>CL. 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.</p> <p>Rights re Capital:</p> <p>CL.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, the balance (if any) of such assets on a pro rata basis according to the amount for the time being paid up on such Ordinary Shares and Non-Voting Shares.</p>	