

SH01

Return of allotment of shares

BLUEPRINT

OneWorld

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

MONDAY



L4AK6ZLE

LD5

29/06/2015

#159

COMPANIES HOUSE

1 Company details

Company number 03172986

Company name in full AMBRIAN PLC

→ 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 08/05/2015
To Date

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) on each share	Amount (if any) unpaid (including share premium) on each share
Initial Convertible Securities	GBP	165,020,739	0.01	0.1162	0.00
(see continuation page)					

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)

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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.

[illegible]

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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 attached schedule				£
				£
				£
				£
Totals				£

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 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.

Total number of shares

Total aggregate nominal value ④

④ Total aggregate nominal value
Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.

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.

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

POUNDS STERLING

- 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)

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.		<p>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 and any terms or conditions relating to redemption of these shares. <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>
Class of share	£0.01 Ordinary Shares	
Prescribed particulars	The shares have attached to them full voting, dividend and capital distribution (including on winding up) rights; they do not confer any rights of redemption.	
Class of share	£0.09 Deferred Shares	
Prescribed particulars	See attached schedule	
Class of share	£0.01 Initial Convertible Securities	
Prescribed particulars	See attached schedule	

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Signature

I am signing this form on behalf of the company.		<p>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>Person authorised Under either section 270 or 274 of the Companies Act 2006.</p>
Signature	<p>Signature</p> <p>X  X</p>	
This form may be signed by: Director, Secretary, Person authorised, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.		

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	£0.09 Deferred Shares	
Prescribed particulars	<p>Voting</p> <p>Deferred Shares shall not confer on the holder of the Deferred Shares any right to receive notice of any general meeting of the Company or any right to be able to attend, speak or vote at any general meeting of the Company.</p> <p>Dividends/Distributions</p> <p>The Deferred Shares shall not confer on the holder of the Deferred Shares any right to share in any dividend declared, distributed and/or paid by the Company (save on a return of capital as referred to below).</p> <p>Return of capital</p> <p>On a return of capital on a winding-up or otherwise, the surplus assets of the Company remaining after payment of its liabilities shall be applied first in repayment to the holders of the Ordinary Shares in accordance with Article 5.3 of the Articles, together with a premium of £1,000,000 per Ordinary Share, second in repayment to the holders of the Deferred Shares and any 'Special Deferred Shares', the amount paid up on such Deferred Shares and any such Special Deferred Shares and the balance of such assets shall be distributed among the holders of Ordinary Shares.</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	£0.01 Initial Convertible Securities	
Prescribed particulars	<p>Voting</p> <p>The Initial Convertible Securities shall not confer on any holder of the Initial Convertible Securities any right to attend, speak or vote at any general meeting of the Company, but they shall confer on the holder the right to receive notice of any general meeting of the Company and a copy of its audited accounts for each financial year.</p> <p>Dividends/Distributions</p> <p>The Initial Convertible Securities shall rank pari passu with the ordinary shares of £0.10 each in the Company ("Ordinary Shares") for all and any dividends declared, distributed and/or paid by the Company.</p> <p>Return of capital</p> <p>On a return of capital on a winding-up or otherwise, the Initial Convertible Securities shall rank pari passu with the Ordinary Shares in respect of any repayment of the surplus assets of the Company remaining after payment of its liabilities.</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	£0.01 First Tranche Deferred Convertible Securities	
Prescribed particulars	<p>Voting</p> <p>Shall not confer on any holder any right to attend, speak or vote at any general meeting of the Company, but they shall confer on the holder the right to receive notice of any general meeting of the Company and a copy of its audited accounts for each financial year.</p> <p>Dividends/Distributions</p> <p>Shall rank pari passu with the ordinary shares of £0.01 each in the Company ("Ordinary Shares") for all and any dividends declared, distributed and/or paid by the Company.</p> <p>Return of capital</p> <p>On a return of capital on a winding-up or otherwise, shall rank pari passu with the Ordinary Shares in respect of any repayment of the surplus assets of the Company remaining after payment of its liabilities.</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	£0.01 Second Tranche Deferred Convertible Securities	
Prescribed particulars	Voting	
	Shall not confer on any holder any right to attend, speak or vote at any general meeting of the Company, but they shall confer on the holder the right to receive notice of any general meeting of the Company and a copy of its audited accounts for each financial year.	
	Dividends/Distributions	
	Shall rank pari passu with the ordinary shares of £0.01 each in the Company ("Ordinary Shares") for all and any dividends declared, distributed and/or paid by the Company.	
	Return of capital	
	On a return of capital on a winding-up or otherwise, shall rank pari passu with the Ordinary Shares in respect of any repayment of the surplus assets of the Company remaining after payment of its liabilities.	

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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

Company name **MSP SECRETARIES LIMITED**Address **27/28 EASTCASTLE STREET**Post town **LONDON**

County/Region

Postcode **W 1 W 8 D H**

Country

DX

Telephone **020 7637 5216****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 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