

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

THURSDAY



A09 *A158FJM1* #202
22/03/2012
COMPANIES HOUSE

1 Company details

Company number 03306364

Company name in full M&C Saatchi Sport & Entertainment 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 d1 d9 m1 m2 y2 y0 y1 y1
To Date d d m m y y y y

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
"Z"	GBP	7000	0.01	0.01	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)

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

- 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

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

① Including both the nominal value and any share premium

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

② Total number of issued shares in this class

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		<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 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	A ordinary	
Prescribed particulars 1	See attached continuation sheet	
Class of share	B ordinary	
Prescribed particulars 1	See attached continuation sheet	
Class of share	Growth A	
Prescribed particulars 1	See attached continuation sheet	

8

Signature

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

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

Company name

OLSWANG LLP

Address

Post town

County/Region

Postcode

W

C

1

V

6

X

X

Country

DX 37972 Kingsway

Telephone 020 7067 3000



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

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><u>Definitions</u></p> <p>"Growth Shares" means together the Growth A Shares and the Growth B Shares</p> <p>"Ordinary Shares" means together all the issued A Shares and all the issued B Shares in the capital of the Company from time to time,</p> <p>Subject to the provisions of the articles and to the terms of any shareholders' agreement in force, the "A" Shares, the "B" Shares, the "Z" Shares, the Growth A Shares, the Growth B Shares and the Deferred Shares shall have, and be subject to, the rights and restrictions set out in the articles and shall otherwise rank pari passu in all respects</p> <p>1 Voting Rights</p> <p>On a show of hands every holder of Ordinary Shares who (being an individual) is present by proxy or (being a corporation) is present by a duly authorised representative or by proxy shall have one vote, and on a poll, every holder of Ordinary Shares who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy shall have one vote for each Ordinary Share of which he is the holder</p> <p>2 Dividends</p> <p>If in respect of any 12 month period the aggregate amount of any dividends declared is less than or equal to £1 million the holders of the Ordinary Shares shall be entitled to 100% of such dividend in equal proportions, pro-rata to the amounts paid up or credited as paid up on such Ordinary Shares</p> <p>If in respect of any 12 month period the aggregate amount of any dividends declared exceeds £1 million the holders of the Ordinary Shares shall be entitled to be paid all the dividends declared (save for the amount payable in respect of such period on the "Z" Shares) and any dividend so declared shall be paid in equal proportions, pro-rata to the amounts paid up or credited as paid up on such Ordinary Shares</p> <p>3 Capital Rights</p> <p>Upon a return of capital on liquidation or otherwise (whether the liquidation is voluntary, under supervision, or by the Court) the assets of the Company available for distribution among the members shall be paid in the order of priority set out in article 42 of the articles of association and without any resolution of the directors of the Company</p> <p>4 Redemption</p> <p>The A Ordinary Shares are not liable to be redeemed</p> <p>The rights attached to the A Ordinary Shares are more particularly described in the articles of association of the Company</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	<p>1 Voting Rights</p> <p>On a show of hands every holder of Ordinary Shares who (being an individual) is present by proxy or (being a corporation) is present by a duly authorised representative or by proxy shall have one vote, and on a poll, every holder of Ordinary Shares who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy shall have one vote for each Ordinary Share of which he is the holder</p> <p>2 Dividends</p> <p>If in respect of any 12 month period the aggregate amount of any dividends declared is less than or equal to £1 million the holders of the Ordinary Shares shall be entitled to 100% of such dividend in equal proportions, pro-rata to the amounts paid up or credited as paid up on such Ordinary Shares</p> <p>If in respect of any 12 month period the aggregate amount of any dividends declared exceeds £1 million the holders of the Ordinary Shares shall be entitled to be paid all the dividends declared (save for the amount payable in respect of such period on the "Z" Shares) and any dividend so declared shall be paid in equal proportions, pro-rata to the amounts paid up or credited as paid up on such Ordinary Shares</p> <p>3 Capital Rights</p> <p>Upon a return of capital on liquidation or otherwise (whether the liquidation is voluntary, under supervision, or by the Court) the assets of the Company available for distribution among the members shall be paid in the order of priority set out in article 42 of the articles of association and without any resolution of the directors of the Company</p> <p>4 Redemption</p> <p>The B Ordinary Shares are not liable to be redeemed</p> <p>The rights attached to the B Ordinary Shares are more particularly described in the articles of association of the Company.</p>	

SH01 – continuation page

Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	Z	
Prescribed particulars	<p>1 Voting Rights</p> <p>On a show of hands every holder of Z Shares who (being an individual) is present by proxy or (being a corporation) is present by a duly authorised representative or by proxy shall have one vote, and on a poll, every holder of Z Shares who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy shall have one vote for each Z Share of which he is the holder</p> <p>2 Dividends</p> <p>If in respect of any 12 month period the aggregate amount of any dividends declared exceeds £1 million the holders of the Z Shares shall be entitled to receive in respect of each Z Share held an amount equal to 1% of the dividend paid on an Ordinary Share in respect of that same period</p> <p>3 Capital Rights</p> <p>Upon a return of capital on liquidation or otherwise (whether the liquidation is voluntary, under supervision, or by the Court) the assets of the Company available for distribution among the members shall be paid in the order of priority set out in article 42 of the articles of association and without any resolution of the directors of the Company</p> <p>4 Redemption</p> <p>The Z Shares are not liable to be redeemed</p> <p>The rights attached to the Z Shares are more particularly described in the articles of association of the Company.</p>	

SH01 – continuation page
Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	GROWTH A	
Prescribed particulars	<p>1 Voting Rights</p> <p>The holders of the Growth Shares (in respect of only the Growth Shares held by them) are not entitled to vote (either personally or by proxy) on any resolution to be proposed at any general meeting of the Company</p> <p>2 Dividends</p> <p>No dividends shall be paid or payable to the holders of Growth Shares in respect of the Growth Shares held by them</p> <p>3 Capital Rights</p> <p>Upon a return of capital on liquidation or otherwise (whether the liquidation is voluntary, under supervision, or by the Court) the assets of the Company available for distribution among the members shall be paid in the order of priority set out in article 42 of the articles of association and without any resolution of the directors of the Company</p> <p>4 Redemption</p> <p>The Growth A Shares are not liable to be redeemed</p> <p>The rights attached to the Growth A Shares are more particularly described in the articles of association of the Company.</p>	

SH01 – continuation page
Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	GROWTH B	
Prescribed particulars	<p>1 Voting Rights</p> <p>The holders of the Growth Shares (in respect of only the Growth Shares held by them) are not entitled to vote (either personally or by proxy) on any resolution to be proposed at a general meeting of the Company</p> <p>2 Dividends</p> <p>No dividends shall be paid or payable to the holders of Growth Shares in respect of the Growth Shares held by them</p> <p>3 Capital Rights</p> <p>Upon a return of capital on liquidation or otherwise (whether the liquidation is voluntary, under supervision, or by the Court) the assets of the Company available for distribution among the members shall be paid in the order of priority set out in article 42 of the articles of association and without any resolution of the directors of the Company</p> <p>4 Redemption</p> <p>The Growth B Shares are not liable to be redeemed</p> <p>The rights attached to the Growth B Shares are more particularly described in the articles of association of the Company.</p>	