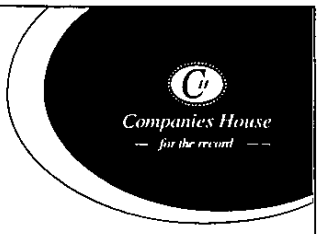
In accordance with Section 555 of the Companies Act 2006

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 for**
You cannot use
notice of share
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shares by an u

For further information, please
at
gov uk

FRIDAY

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A54 24/06/2011 243
COMPANIES HOUSE

1 Company details

Company number	0 5 7 0 2 8 6 6
Company name in full	GS EUROPEAN INVESTMENT GROUP II LTD

→ **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 ❶

From Date	0 8	0 6	2 0 1 1
To Date	0 8	0 6	2 0 1 1

❶ **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

❷ **Currency**
If currency details are not completed we will assume currency is in pound sterling

Class of shares (E g Ordinary/Preference etc)	Currency ❷	Number of shares allotted	Nominal value of each share	Amount paid (including share premium)	Amount (if any) unpaid (including share premium)
ORDINARY €1 00	EUR	1,209,498	1 00	207 1594347	
ORDINARY €1 00	EUR	151,483,984	1 00	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)

Satisfaction of loan obligations payable by the Company to the allottee companies

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 ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
ORDINARY £1 00	1 00		1	£ 1 00
REDEEMABLE £1 00	1 00		19,610	£ 19,610 00
				£
				£
		Totals	19,611	£ 19,611 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: EUR

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 €1 00	1 00		151,524,357	€151,524,357 00
ORDINARY €1 00	207 1594347		1,209,498	€1,209,498 00
		Totals	See continuation	sheet

Currency: US$

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
REDEEMABLE US$1 00	1 00		59,294	US$59,294 00
		Totals	59,294	US$59,294 00

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	153,014,126
Total aggregate nominal value ❹	£19,611 00 + €152,935,221 0 + US$59,294 00

❹ **Total aggregate nominal value**
Please list total aggregate values in different currencies separately For example £100 + €100 + $10 etc

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

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	ORDINARY £1 00
Prescribed particulars ❶	Voting Rights The Ordinary £1 00 Shares shall have full rights in respect of voting Rights (re Dividends) to participate in a Distribution The Ordinary £1 00 shares shall have full rights in respect of income distribution Rights (re Capital) to participate in a Distribution The Ordinary £1 00 shares shall have full rights in respect of capital distributions (including on a winding up) Redemption of shares at option of company or shareholder The Ordinary £1 00 shares are not redeemable
Class of share	REDEEMABLE €1 00
Prescribed particulars ❶	Voting Rights The Redeemable €1 00 Shares shall have full rights in respect of voting Rights (re Dividends) to participate in a Distribution The redeemable €1 00 shares shall have full rights in respect of income distributions Rights (re Capital) to participate in a Distribution The redeemable €1 00 shares shall have full rights in respect of capital distributions (including on a winding up)
Class of share	REDEEMABLE £1 00
Prescribed particulars ❶	Voting Rights The Redeemable £1 00 Shares shall have full rights in respect of voting Rights (re Dividends) to participate in a Distribution The redeemable £1 00 shares shall have full rights in respect of income distributions Rights (re Capital) to participate in a Distribution The redeemable £1 00 shares shall have full rights in respect of capital distributions (including on a winding up)

❶ 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 ❷, Secretary, Person authorised ❸, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager

❷ 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

❸ Person authorised
Under either section 270 or 274 of the Companies Act 2006

In accordance with Section 555 of the Companies Act 2006

SH01 - continuation page

Return of allotment of shares

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

Class of share	ORDINARY
Prescribed particulars	

In accordance with Section 555 of the Companies Act 2006

SH01 - continuation page

Return of allotment of shares

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

Class of share	REDEEMABLE €1.00
Prescribed particulars	Redemption of shares at option of company or shareholder The redeemable €1 00 shares are redeemable at the option of the company by giving notice to the holder

In accordance with Section 555 of the Companies Act 2006

SH01 - continuation page

Return of allotment of shares

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

Class of share	REDEEMABLE £1 00
Prescribed particulars	Redemption of shares at option of company or shareholder The redeemable £1 00 shares are redeemable at the option of the company by giving notice to the holder

In accordance with Section 555 of the Companies Act 2006

SH01 - continuation page
Return of allotment of shares

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

Class of share	REDEEMABLE US$1 00
Prescribed particulars	Voting Rights The Redeemable US$1 00 Shares shall have full rights in respect of voting Rights (re Dividends) to participate in a Distribution The redeemable US$1 00 shares shall have full rights in respect of income distributions Rights (re Capital) to participate in a Distribution The redeemable US$1 00 shares shall have full rights in respect of capital distributions (including on a winding up) Redemption of shares at option of company or shareholder The redeemable US$1 00 shares are redeemable at the option of the company by giving notice to the holder

In accordance with Section 555 of the Companies Act 2006

SH01 - continuation page

Return of allotment of shares

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

Class of share	ORDINARY €1 00
Prescribed particulars	Voting Rights The Ordinary €1 00 shares shall have full rights in respect of voting Rights (re Dividends) to participate in a Distribution The Ordinary €1 00 shares shall have full rights in respect of income distribution Rights (re Capital) to participate in a Distribution The Ordinary €1 00 shares shall have full rights in respect of capital distributions (including on a winding up) Redemption of shares at option of company or shareholder The Ordinary €1 00 shares are not redeemable

In accordance with Section 555 of the Companies Act 2006

SH01 - continuation page
Return of allotment of shares

Statement of capital

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

Currency EUR

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
REDEEMABLE €1 00	1 00		201,366	€201,366 00

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 TMF CORPORATE SECRETARIAL SERVICES LIMITED

Address

400 CAPABILITY GREEN

Post town LUTON

County/Region BEDFORDSHIRE

Postcode L U 1 3 A E

Country England

DX

Telephone 01582 439 200

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

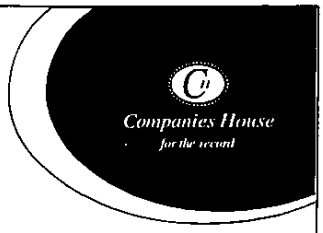
Further information

For further information please see the guidance notes on the website at www companieshouse gov uk
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

In accordance with Section 555 of the Companies Act 2006

SH01
Return of allotment of shares



You can use the WebFiling service to file this form online
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✓ **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 notice of shares taken by on formation of the comp for an allotment of a new shares by an unlimited co

1 Company details

Company number	0 5 7 0 2 8 6 6
Company name in full	GS EUROPEAN INVESTMENT GROUP II LTD

→ **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 ❶

From Date	0 8	0 6	2 0 1 1
To Date	0 8	0 6	2 0 1 1

❶ **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

❷ **Currency**
If currency details are not completed we will assume currency is in pound sterling

Class of shares (E g Ordinary/Preference etc)	Currency ❷	Number of shares allotted	Nominal value of each share	Amount paid (including share premium)	Amount (if any) unpaid (including share premium)
ORDINARY €1 00	EUR	1,209,498	1 00	207 1594347	
ORDINARY €1 00	EUR	151,483,984	1 00	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)

Satisfaction of loan obligations payable by the Company to the allottee companies

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 ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
ORDINARY £1 00	1 00		1	£ 1 00
REDEEMABLE £1 00	1 00		19,610	£ 19,610 00
				£
				£
		Totals	19,611	£ 19,611 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 EUR

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 €1 00	1 00		151,524,357	€151,524,357 00
ORDINARY €1 00	207 1594347		1,209,498	€1,209,498 00
		Totals	See continuation	sheet

Currency US$

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
REDEEMABLE US$1 00	1 00		59,294	US$59,294 00
		Totals	59,294	US$59,294 00

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	153,014,126
Total aggregate nominal value ❹	£19,611 00 + €152,935,221 0 + US$59,294 00

❹ **Total aggregate nominal value**
Please list total aggregate values in different currencies separately For example £100 + €100 + $10 etc

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

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	ORDINARY £1 00
Prescribed particulars ❶	Voting Rights The Ordinary £1 00 Shares shall have full rights in respect of voting Rights (re Dividends) to participate in a Distribution The Ordinary £1 00 shares shall have full rights in respect of income distribution Rights (re Capital) to participate in a Distribution The Ordinary £1 00 shares shall have full rights in respect of capital distributions (including on a winding up) Redemption of shares at option of company or shareholder The Ordinary £1 00 shares are not redeemable
Class of share	REDEEMABLE €1 00
Prescribed particulars ❶	Voting Rights The Redeemable €1 00 Shares shall have full rights in respect of voting Rights (re Dividends) to participate in a Distribution The redeemable €1 00 shares shall have full rights in respect of income distributions Rights (re Capital) to participate in a Distribution The redeemable €1 00 shares shall have full rights in respect of capital distributions (including on a winding up)
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Prescribed particulars ❶	Voting Rights The Redeemable £1 00 Shares shall have full rights in respect of voting Rights (re Dividends) to participate in a Distribution The redeemable £1 00 shares shall have full rights in respect of income distributions Rights (re Capital) to participate in a Distribution The redeemable £1 00 shares shall have full rights in respect of capital distributions (including on a winding up)

❶ 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 ❷, Secretary, Person authorised ❸, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager

❷ 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

❸ Person authorised
Under either section 270 or 274 of the Companies Act 2006

In accordance with Section 555 of the Companies Act 2006

SH01 - continuation page

Return of allotment of shares

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

Class of share	ORDINARY	
Prescribed particulars		

In accordance with Section 555 of the Companies Act 2006

SH01 - continuation page

Return of allotment of shares

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

Class of share	REDEEMABLE €1.00
Prescribed particulars	Redemption of shares at option of company or shareholder The redeemable €1 00 shares are redeemable at the option of the company by giving notice to the holder

In accordance with Section 555 of the Companies Act 2006

SH01 - continuation page

Return of allotment of shares

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Class of share	REDEEMABLE £1 00
Prescribed particulars	Redemption of shares at option of company or shareholder The redeemable £1 00 shares are redeemable at the option of the company by giving notice to the holder

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Class of share	REDEEMABLE US$1 00
Prescribed particulars	Voting Rights The Redeemable US$1 00 Shares shall have full rights in respect of voting Rights (re Dividends) to participate in a Distribution The redeemable US$1 00 shares shall have full rights in respect of income distributions Rights (re Capital) to participate in a Distribution The redeemable US$1 00 shares shall have full rights in respect of capital distributions (including on a winding up) Redemption of shares at option of company or shareholder The redeemable US$1 00 shares are redeemable at the option of the company by giving notice to the holder

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SH01 - continuation page

Return of allotment of shares

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SH01 - continuation page

Return of allotment of shares

Statement of capital

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Currency EUR

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
REDEEMABLE €1 00	1 00		201,366	€201,366 00

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 TMF CORPORATE SECRETARIAL SERVICES LIMITED

Address

400 CAPABILITY GREEN

Post town LUTON

County/Region BEDFORDSHIRE

Postcode L U 1 3 A E

Country England

DX

Telephone 01582 439 200

Checklist

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Please make sure you have remembered the following

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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
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