

# SH01

## Return of allotment of shares

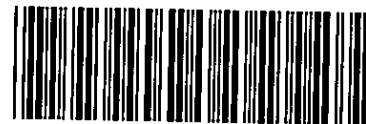


You can use the WebFiling service to file this form online.  
Please go to [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

☒ **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  
notice of shares taken by sub-  
sidiary on formation of the company  
for an allotment of a new class of  
shares by an unlimited company

SATURDAY



A06 06/10/2012 #157  
COMPANIES HOUSE

### 1 Company details

Company number

Company name in full SMARTLOGIC HOLDINGS 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

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  
(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
Preference	GBP	66092	0 01	453,610 96	0 00
Preference	US Dollars	33354	0 01	346,116 13	

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)

## 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

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## 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	0 01	0 00	687500	£ 6,875 00
Preference	6 86	0 00	509526	£ 5,428 80
Preference	10 37	0 00	33354	£ 333 54
			0	£ 0 00
Totals			1230380	£ 12,637 34

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## 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 ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
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				

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## 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

⑤ 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

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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 <b>Section 4</b> and <b>Section 5</b>		<p><b>1 Prescribed particulars of rights attached to shares</b></p> <p>The particulars are</p> <ul style="list-style-type: none"> <li>a particulars of any voting rights, including rights that arise only in certain circumstances,</li> <li>b particulars of any rights, as respects dividends, to participate in a distribution,</li> <li>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</li> <li>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</li> </ul> <p>A separate table must be used for each class of share</p> <p><b>Continuation page</b> Please use a Statement of Capital continuation page if necessary</p>
Class of share	ORDINARY	
Prescribed particulars <b>1</b>	Please see continuation sheet 1	
Class of share	PREFERENCE	
Prescribed particulars <b>1</b>	Please see continuation sheet 2	
Class of share		
Prescribed particulars <b>1</b>		

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## Signature

I am signing this form on behalf of the company		<p><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</p> <p><b>3 Person authorised</b> Under either section 270 or 274 of the Companies Act 2006</p>
Signature	<p>Signature</p> <p>X  X</p> <p>This form may be signed by  <input checked="" type="checkbox"/> Director <b>2</b> Secretary, Person authorised <b>3</b>, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager</p>	

# 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 SYL/32162/8

Company name  
Moore Blatch

Address 11 The Avenue

Post town Southampton

County/Region Hampshire

Postcode S O 1 7 1 X F

Country

DX DX 38507 Southampton 3

Telephone 023 8071 8000



### 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](http://www.companieshouse.gov.uk) or email [enquires@companieshouse.gov.uk](mailto:enquires@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)

**Company. Smartlogic Holdings Limited (the "Company")**

**Company number: 06017146**

**Form SH01 – Continuation sheet 1**

Save as may be expressly set out in the articles of association of the Company (the "**Articles**") the Ordinary shares and the Preferred shares rank *pari passu* in all respects

**Ordinary shares of £0.01 each (the "Ordinary Shares")**

**1 As regards Voting**

The Ordinary Shares entitle the holders thereof to receive notice of, attend and vote at general meetings

**2 As regards dividends**

The Ordinary Shares entitle the holders thereof to receive dividends

**3 Capital**

**3.1** As regards a return of capital on a liquidation, reduction of capital, winding up or otherwise such cash sum as remains for the Company on a liquidation (as defined below) after all of the company's liabilities and any of its fees have been paid (or a fair estimate thereof) shall be distributed as follows

- (a) first, in paying to the holders of the preferred shares in the capital of the Company an amount equal to the original preferred issue price (in US Dollars) in respect of each preferred share held by them, together with any declared but unpaid dividends on each preferred share,
- (b) second, in paying to the ordinary shareholders an amount equal to the original ordinary issue price in respect of each Ordinary Share held by them, together with any declared but unpaid dividends on each Ordinary Share,
- (c) thereafter, any balance of the liquidation surplus shall be distributed amongst the members *pari passu* as if the shares constituted one class of share and *pro rata* to the number of shares held

**3.2** In the event that the liquidation surplus is insufficient to make full payment under paragraph 3.1(a), (b) and/or (c) above on a return of assets on a liquidation, reduction of capital, winding up or otherwise the liquidation surplus shall be distributed as follows: the remaining capital shall be distributed amongst the holders of shares of that class *pro rata* (as nearly as possible) in accordance with paragraph 3.1(a), (b) and/or (c) above, as the case may be, to the number of shares of that class held by them

**As Regards Return of Capital on a Share Sale**

**3.3** In the event of a share sale the total of all and any form of consideration received or receivable by the sellers at any time in respect of the shares that are the subject of the share sale shall be reallocated between the sellers of such shares so as to ensure the consideration be paid (after payment of all relevant liabilities, including for the avoidance of doubt the payment of reasonable professional fees) in the order of priority set out in paragraph 3.1(a), (b) and/or (c) above

**As Regards Preference on an Asset Sale**

- 3 4 In the event of an asset sale the total of all and any asset sale proceeds received in respect thereof shall be distributed (after payment of all relevant liabilities) in the order of priority set out in paragraph 3 1 (a), (b) and/or (c) above

#### 4 Redemption

There is no present or future right for the Ordinary Shares to be redeemed

#### Definitions:

**"connected person"** means in relation to a person, any other person

(a) who is a connected person (as defined in section 839 of the Income and Corporation Taxes Act 1988) to the first mentioned person, or

(b) with whom the first mentioned person is acting in concert (as defined in The City Code on Takeovers and Mergers),

**"liquidation surplus"** means such cash sum as remains for the Company on a Liquidation after all of its liabilities and any fees have been paid (or a fair estimate thereof),

**"liquidation"** means any of the following events

(a) the presentation of a winding up petition against the Company by any creditor other than presentation of a winding up petition which is capable of being struck out within five (5) Business Days of its presentation,

(b) an application, or the presentation of a petition for an administration order in relation to the Company, or the filing of a notice of appointment of an administrator in relation to the Company, other than an application or presentation of a petition for an administration order which is capable of being struck out within five (5) Business Days of its presentation,

(c) the appointment of a receiver or administrative receiver over the whole or any part of the Company's assets,

(d) the passing of a resolution by the members of the Company that the Company be wound up,

(e) the Board making a proposal under Part I of the Insolvency Act 1986 to the Company and to its creditors for a voluntary arrangement, or

(f) an application to court pursuant to Part 26 of the Act, other than for a solvent reorganisation of the Company or its affairs

**"ordinary shares"** means the ordinary shares of £0.01 each in the capital of the Company,

**"original ordinary issue price"** means US\$10.37055 per Ordinary Share,

**"original preferred issue price"** means US\$10.37055 per Preferred Share,

**"preferred shares"** means the preferred ordinary shares of £0.01 each in the capital of the Company,

**"shares"** means the Ordinary Shares and Preferred Shares in the capital of the Company,

**"share capital"** means the issued Shares,

**“share sale”** means the transfer or other disposal (whether through a single transaction or a series of transactions) of the legal and/or beneficial interest or title to a majority or more of the Share Capital to a person (and/or any Connected Person and/or any other or person acting in concert with that person as defined in the United Kingdom's City Code on Takeovers and Mergers),

**Company: Smartlogic Holdings Limited (the "Company")**

**Company number: 06017146**

**Form SH01 – Continuation sheet 2**

Save as may be expressly set out in the articles of association of the Company (the "**Articles**") the Ordinary shares and the Preferred shares rank *pari passu* in all respects

**Preferred shares of £0.01 each (the "Preferred Shares")**

**1 As regards Voting:**

The Preferred Shares entitle the holders thereof to receive notice of, attend and vote at general meetings

**2 As regards dividends.**

The Preferred Shares entitle the holders thereof to receive dividends

**3 Capital**

**3 1** As regards a return of capital on a liquidation, reduction of capital, winding up or otherwise such cash sum as remains for the Company on a liquidation (as defined below) after all of the company's liabilities and any of its fees have been paid (or a fair estimate thereof) shall be distributed as follows

- (a) first, in paying to the holders of the Preferred Shares in the capital of the Company an amount equal to the original Preferred issue price (in US Dollars) in respect of each Preferred Share held by them, together with any declared but unpaid dividends on each Preferred Share,
- (b) second, in paying to the ordinary shareholders an amount equal to the original ordinary issue price in respect of each ordinary Share held by them, together with any declared but unpaid dividends on each ordinary Share,
- (c) thereafter, any balance of the liquidation surplus shall be distributed amongst the members *pari passu* as if the shares constituted one class of share and *pro rata* to the number of shares held

**3 2** In the event that the liquidation surplus is insufficient to make full payment under paragraph 3 1(a), (b) and/or (c) above on a return of assets on a liquidation, reduction of capital, winding up or otherwise the liquidation surplus shall be distributed as follows the remaining capital shall be distributed amongst the holders of shares of that class *pro rata* (as nearly as possible) in accordance with paragraph 3 1(a), (b) and/or (c) above, as the case may be, to the number of shares of that class held by them

**As Regards Return of Capital on a Share Sale**

**3 3** In the event of a share sale the total of all and any form of consideration received or receivable by the sellers at any time in respect of the shares that are the subject of the share sale shall be reallocated between the sellers of such shares so as to ensure the consideration be paid (after payment of all relevant liabilities, including for the avoidance of doubt the payment of reasonable professional fees) in the order of priority set out in paragraph 3 1 (a), (b) and/or (c) above

**As Regards Preference on an Asset Sale**



3 4 In the event of an asset sale the total of all and any asset sale proceeds received in respect thereof shall be distributed (after payment of all relevant liabilities) in the order of priority set out in paragraph 3 1 (a), (b) and/or (c) above

#### 4 Redemption

There is no present or future right for the Preferred Shares to be redeemed

#### Definitions:

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**“share sale”** means the transfer or other disposal (whether through a single transaction or a series of transactions) of the legal and/or beneficial interest or title to a majority or more of the Share Capital to a person (and/or any Connected Person and/or any other person acting in concert with that person as defined in the United Kingdom’s City Code on Takeovers and Mergers),