



Companies House
— for the record —

SH01 (ef)

Return of Allotment of Shares



XC002T9D

Company Name: **ETAIREIA INVESTMENTS PLC**

Company Number: **06138814**

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Shares Allotted (including bonus shares)

<i>Date or period during which shares are allotted</i>	<i>From</i> 30/03/2011	<i>To</i> 30/03/2011
Class of shares	ORDINARY	
	<i>Number allotted</i>	27900000
	<i>Nominal value of each share</i>	0.0001
<i>Currency</i>	GBP	
	<i>Amount paid</i>	0.005
	<i>Amount unpaid</i>	0

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of shares	ORDINARY	<i>Number allotted</i>	85166666
		<i>Aggregate nominal value</i>	8516.667
<i>Currency</i>	GBP	<i>Amount paid per share</i>	0.0001
		<i>Amount unpaid per share</i>	0

Prescribed particulars

(A) TO RECEIVE NOTICE OF, ATTEND AND VOTE AT GENERAL MEETINGS OF THE COMPANY AND ON A POLL TO ONE VOTE FOR EACH ORDINARY SHARE HELD; (B) TO RECEIVE RATEABLY IN ACCORDANCE WITH THE NUMBER OF SHARES HELD BY THEM, ANY PROFITS AVAILABLE FOR DISTRIBUTION AND RESOLVED TO BE DISTRIBUTED BY THE COMPANY (C) ON A RETURN OF CAPITAL TO RECEIVE IN ACCORDANCE WITH THE NUMBER OF SHARES HELD, ANY AMOUNTS PAYABLE TO SHAREHOLDERS ON A LIQUIDATION OR REDUCTION OF CAPITAL. THE ORDINARY SHARES ARE NOT REDEEMABLE OR LIABLE TO BE REDEEMED.

Class of shares	DEFERRED ORDINARY	<i>Number allotted</i>	85166666
		<i>Aggregate nominal value</i>	204399.998
<i>Currency</i>	GBP	<i>Amount paid</i>	0.0024
		<i>Amount unpaid</i>	0

Prescribed particulars

DEFERRED ORDINARY SHARES THE DEFERRED ORDINARY SHARES SHALL CARRY NO RIGHTS TO PARTICIPATE IN THE PROFITS OF THE COMPANY. ON A RETURN OF CAPITAL IN A WINDING UP OR DISSOLUTION (BUT NOT OTHERWISE) THE HOLDERS OF THE DEFERRED ORDINARY SHARES SHALL BE ENTITLED TO PARTICIPATE IN THE DISTRIBUTION OF THE ASSETS OF THE COMPANY PARI PASSU WITH THE HOLDERS OF THE ORDINARY SHARES BUT ONLY IN RESPECT OF ANY EXCESS OF THOSE ASSETS ABOVE £1,000,000,000,000. THE HOLDERS OF THE DEFERRED ORDINARY SHARES SHALL NOT BE ENTITLED TO ANY FURTHER RIGHT OF PARTICIPATION IN THE ASSETS OF THE COMPANY. THE HOLDERS OF THE DEFERRED ORDINARY SHARES SHALL NOT BE ENTITLED, IN THEIR CAPACITY AS HOLDERS OF SUCH SHARES, TO RECEIVE NOTICE OF ANY GENERAL MEETING OF THE COMPANY OR TO ATTEND, SPEAK OR VOTE AT ANY SUCH MEETING. THE DEFERRED ORDINARY SHARES SHALL NOT BE LISTED ON ANY STOCK EXCHANGE NOR SHALL ANY SHARE CERTIFICATES BE ISSUED IN RESPECT OF SUCH SHARES. THE DEFERRED ORDINARY SHARES SHALL NOT BE TRANSFERABLE, SAVE AS REFERRED TO BELOW OR WITH THE WRITTEN CONSENT OF THE DIRECTORS. THE COMPANY MAY FROM TIME TO TIME CREATE, ALLOT AND ISSUE FURTHER SHARES, WHETHER RANKING PARI PASSU WITH OR IN PRIORITY TO THE DEFERRED ORDINARY SHARES, AND ON SUCH CREATION, ALLOTMENT OR ISSUE ANY SUCH FURTHER SHARES (WHETHER OR NOT RANKING IN ANY RESPECT IN PRIORITY TO THE DEFERRED ORDINARY SHARES) SHALL BE TREATED AS BEING IN ACCORDANCE WITH THE RIGHTS ATTACHING TO THE DEFERRED ORDINARY SHARES AND SHALL NOT INVOLVE A VARIATION OF SUCH RIGHTS FOR ANY PURPOSE. A REDUCTION BY THE COMPANY OF THE CAPITAL PAID UP ON THE DEFERRED ORDINARY SHARES SHALL BE IN ACCORDANCE WITH THE RIGHTS ATTACHING TO THE DEFERRED ORDINARY SHARES AND SHALL NOT INVOLVE A VARIATION OF SUCH RIGHTS FOR ANY PURPOSE AND THE COMPANY SHALL BE AUTHORISED AT ANY TIME TO REDUCE ITS CAPITAL (SUBJECT TO AND IN ACCORDANCE WITH THE COMPANIES ACTS AND WITHOUT OBTAINING THE CONSENT OF THE HOLDERS OF THE DEFERRED ORDINARY SHARES. THE COMPANY HAS THE IRREVOCABLE AUTHORITY AT ANY TIME TO DO ALL OR ANY OF THE FOLLOWING WITHOUT OBTAINING THE SANCTION OF THE HOLDER OR HOLDERS OF THE DEFERRED ORDINARY SHARES: (A) TO APPOINT ANY PERSON TO EXECUTE ON BEHALF OF ANY HOLDER OF DEFERRED ORDINARY SHARES A TRANSFER OF ALL OR ANY PART THEREOF AND/OR AN AGREEMENT TO TRANSFER THE SAME (WITHOUT MAKING ANY PAYMENT THEREFOR) TO SUCH PERSON AS THE DIRECTORS MAY DETERMINE (WHETHER OR NOT AN OFFICER OF THE COMPANY) AND WHO IS WILLING TO ACCEPT THE SAME; (B) TO PURCHASE ALL OR ANY OF THE SAME IN ACCORDANCE WITH THE COMPANIES ACTS WITHOUT OBTAINING THE CONSENT OF THE HOLDERS THEREOF AND IN CONSIDERATION OF THE PAYMENT TO EACH OF THE HOLDERS WHOSE SHARES ARE PURCHASED OF AN AMOUNT EQUAL TO ONE PENCE IN RESPECT OF ALL THE DEFERRED ORDINARY SHARES THEN BEING PURCHASED FROM HIM; (C) FOR THE PURPOSES OF ANY SUCH PURCHASE UNDER (B) ABOVE, TO APPOINT ANY PERSON TO EXECUTE ON BEHALF OF ANY HOLDER OF DEFERRED ORDINARY SHARES A CONTRACT FOR THE SALE TO THE COMPANY OF ANY SUCH DEFERRED ORDINARY SHARES HELD BY HIM; AND (D) TO CANCEL ALL OR ANY OF THE SAME SO PURCHASED UNDER (B) ABOVE IN ACCORDANCE WITH THE COMPANIES ACTS. UPON OR AFTER THE PURCHASE OF ANY DEFERRED ORDINARY SHARES IN ACCORDANCE WITH THIS PARAGRAPH THE BOARD MAY CONSOLIDATE AND/OR SUBDIVIDE AND/OR CONVERT AND/OR RECLASSIFY THE AUTHORISED DEFERRED ORDINARY SHARE CAPITAL OF THE COMPANY EXISTING FOLLOWING SUCH PURCHASE OF INTO SHARES OF ANY OTHER CLASS OF SHARE CAPITAL INTO

Statement of Capital (Totals)

<i>Currency</i>	GBP	<i>Total number of shares</i>	170333332
		<i>Total aggregate nominal value</i>	212916.665

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Administrator, Administrative Receiver, Receiver, Receiver Manager, CIC Manager.