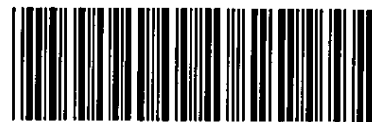


SH01

Return of allotment of shares

TUESDAY



AD69TGZA

A58

26/01/2010

349

COMPANIES HOUSE

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 by subscribers
on formation of the company or
for an allotment of a new class of
shares by an unlimited company.

For further information, please
refer to our guidance at
www.companieshouse.gov.uk

1 Company details

Company number 0 6 3 4 0 1 0 6

Company name in full Academia Networks Limited

→ **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 ¹

From Date d2 d2 m1 m2 y2 y0 y0 y9
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.

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)	Amount (if any) unpaid (including share premium)
A Preferred Shares	£ Sterling	24,083	£0.001	£28.50	nil
A Preferred Shares	£ Sterling	16,193	£0.001	£18.53	nil

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)

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
Ordinary	£0.001	nil	100,000	£ 100
A Ordinary	£9.379	nil	33,333	£ 33.333
A Preferred	£28.50	nil	24,083	£ 24.083
A Preferred	£18.53	nil	16,193	£ 16.193
Totals			173,609	£ 173.609

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 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				

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.

Continuation Pages
Please use a Statement of Capital continuation
page if necessary.

③ Total number of issued shares in this class.

SH01

Return of allotment of shares

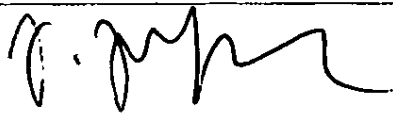
7

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>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	Ordinary	
Prescribed particulars ①	<p>DIVIDENDS</p> <p>The Company shall apply any profits which the Directors resolve thereafter to distribute in any such year in paying any such profits to the Shareholders in respect of their holdings of such Shares <i>pari passu</i> and <i>pro rata</i> to the number of such Shares held by each of them;</p> <p>(See attached continuation page)</p>	
Class of share	A Ordinary	
Prescribed particulars ①	<p>DIVIDENDS</p> <p>The Company shall apply any profits which the Directors resolve thereafter to distribute in any such year in paying any such profits to the Shareholders in respect of their holdings of such Shares <i>pari passu</i> and <i>pro rata</i> to the number of such Shares held by each of them;</p> <p>(See attached continuation page)</p>	
Class of share	A Preferred	
Prescribed particulars ①	<p>DIVIDENDS</p> <p>The Company shall apply any profits which the Directors resolve thereafter to distribute in any such year in paying any such profits to the Shareholders in respect of their holdings of such Shares <i>pari passu</i> and <i>pro rata</i> to the number of such Shares held by each of them;</p> <p>(See attached continuation page)</p>	

8

Signature

I am signing this form on behalf of the company.		<p>Societas Europaea If the form is being filled 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> <p>This form may be signed by: Director, Secretary, Person authorised, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.</p>	

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	<p>CAPITAL</p> <p>(a) on a return of assets on a liquidation, return of capital, winding up of the Company or otherwise, the surplus assets of the Company remaining after payment of its liabilities shall be applied:</p> <p>(i) firstly, in paying to the A Preferred Shareholders, the Subscription Price for each such Share held by them in the Company;</p> <p>(ii) secondly, in paying to the A Ordinary Shareholders, one half of the Subscription Price for each such Share held by them in the Company;</p> <p>(iii) thirdly, in paying to the Shareholders (in proportion to the number of Shares held by each of them as if they together constituted one class) the balance of the surplus assets;</p> <p>PROVIDED THAT if the A Ordinary Shareholders would thereby receive less than the full Subscription Price paid by them, the surplus assets will be reallocated so as to ensure that the following order of priority applies:</p> <p>(i) firstly, in paying to the 'A' Preferred Shareholders, the Subscription Price for each such Share held by them in the Company;</p> <p>(ii) secondly, in paying to the 'A' Ordinary Shareholders, up to the Subscription Price for each such Share held by them in the Company;</p> <p>(iii) thirdly, the balance (if any) shall be distributed pro rata to the other Shareholders;</p> <p>(b) in the event of a Sale, the total of all and any cash or other consideration received in respect of the Shares that are the subject of the Sale shall be reallocated between the holders of such Shares so as to ensure the following order of application of the aggregate sale proceeds as follows:</p> <p>(i) firstly, in paying to the A Preferred Shareholders, the Subscription Price for each such Share held by them in the Company;</p> <p>(ii) secondly, in paying to the A Ordinary Shareholders, one half of the Subscription Price on each such Share held by them in the Company;and</p> <p>(See attached continuation page)</p>	

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	<p>(iii) thirdly, in paying to the Shareholders (in proportion to the number of Shares held by each of them as if they together constituted one class) the balance of the surplus assets;</p> <p>PROVIDED THAT if the A Ordinary Shareholders would thereby receive less than the full Subscription Price paid by them, the consideration will be reallocated so as to ensure that the following order of priority applies:</p> <p>(i) firstly, in paying to the 'A' Preferred Shareholders, the Subscription Price for each such Share held by them in the Company;</p> <p>(ii) secondly, in paying to the 'A' Ordinary Shareholders, up to the Subscription Price for each such Share held by them in the Company;</p> <p>(iii) thirdly, the balance (if any) shall be distributed pro rata to the other Shareholders;</p> <p>VOTING IN GENERAL MEETINGS</p> <p>(a) each Shareholder shall be entitled to receive notice of, and to attend and vote at, general meetings of the Company;</p> <p>(b) on a show of hands every Shareholder 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 and on a poll every Shareholder so present shall have one vote for each Share held by him.</p> <p>Subject to the Acts, and provided it is a private company, the Company shall be authorised to make a payment in respect of the redemption or purchase of any of its own Shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of Shares.</p> <p>For the purposes of this form the following terms shall have the following meanings:</p> <p>"A Preferred Shareholders" means holders of A Preferred Shares;</p> <p>"A Ordinary Shareholders" means holders of A Ordinary Shares;</p> <p>"Company" means the company named Academia Networks Limited;</p> <p>(See attached continuation page)</p>

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	<p>"Directors" means the directors of the Company from time to time;</p> <p>"Sale" means the sale of all of the issued shares in the capital of the Company to any person or the sale of all of the assets and undertaking of the Company;</p> <p>"Shareholders" means the holders of Shares from time to time;</p> <p>"Shares" means the A Ordinary shares, the Ordinary shares and the A Preferred shares and "Share" shall mean any one of them; and</p> <p>"Subscription Price" means in relation to any Share, the amount paid up or credited as paid up thereon (including the full amount of any premium at which such Share was issued whether or not such premium is applied for any purpose thereafter).</p>	

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>CAPITAL</p> <p>(a) on a return of assets on a liquidation, return of capital, winding up of the Company or otherwise, the surplus assets of the Company remaining after payment of its liabilities shall be applied:</p> <p>(i) firstly, in paying to the A Preferred Shareholders, the Subscription Price for each such Share held by them in the Company;</p> <p>(ii) secondly, in paying to the A Ordinary Shareholders, one half of the Subscription Price for each such Share held by them in the Company;</p> <p>(iii) thirdly, in paying to the Shareholders (in proportion to the number of Shares held by each of them as if they together constituted one class) the balance of the surplus assets;</p> <p>PROVIDED THAT if the A Ordinary Shareholders would thereby receive less than the full Subscription Price paid by them, the surplus assets will be reallocated so as to ensure that the following order of priority applies:</p> <p>(i) firstly, in paying to the 'A' Preferred Shareholders, the Subscription Price for each such Share held by them in the Company;</p> <p>(ii) secondly, in paying to the 'A' Ordinary Shareholders, up to the Subscription Price for each such Share held by them in the Company;</p> <p>(iii) thirdly, the balance (if any) shall be distributed pro rata to the other Shareholders;</p> <p>(b) in the event of a Sale, the total of all and any cash or other consideration received in respect of the Shares that are the subject of the Sale shall be reallocated between the holders of such Shares so as to ensure the following order of application of the aggregate sale proceeds as follows:</p> <p>(i) firstly, in paying to the A Preferred Shareholders, the Subscription Price for each such Share held by them in the Company;</p> <p>(ii) secondly, in paying to the A Ordinary Shareholders, one half of the Subscription Price on each such Share held by them in the Company;and</p> <p>(See attached continuation page)</p>	

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>(iii) thirdly, in paying to the Shareholders (in proportion to the number of Shares held by each of them as if they together constituted one class) the balance of the surplus assets;</p> <p>PROVIDED THAT if the A Ordinary Shareholders would thereby receive less than the full Subscription Price paid by them, the consideration will be reallocated so as to ensure that the following order of priority applies:</p> <p>(i) firstly, in paying to the 'A' Preferred Shareholders, the Subscription Price for each such Share held by them in the Company;</p> <p>(ii) secondly, in paying to the 'A' Ordinary Shareholders, up to the Subscription Price for each such Share held by them in the Company;</p> <p>(iii) thirdly, the balance (if any) shall be distributed pro rata to the other Shareholders;</p> <p>VOTING IN GENERAL MEETINGS</p> <p>(a) each Shareholder shall be entitled to receive notice of, and to attend and vote at, general meetings of the Company;</p> <p>(b) on a show of hands every Shareholder 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 and on a poll every Shareholder so present shall have one vote for each Share held by him.</p> <p>Subject to the Acts, and provided it is a private company, the Company shall be authorised to make a payment in respect of the redemption or purchase of any of its own Shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of Shares.</p> <p>For the purposes of this form the following terms shall have the following meanings:</p> <p>"A Preferred Shareholders" means holders of A Preferred Shares;</p> <p>"A Ordinary Shareholders" means holders of A Ordinary Shares;</p> <p>"Company" means the company named Academia Networks Limited;</p> <p>(See attached continuation page)</p>

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>"Directors" means the directors of the Company from time to time;</p> <p>"Sale" means the sale of all of the issued shares in the capital of the Company to any person or the sale of all of the assets and undertaking of the Company;</p> <p>"Shareholders" means the holders of Shares from time to time;</p> <p>"Shares" means the A Ordinary shares, the Ordinary shares and the A Preferred shares and "Share" shall mean any one of them; and</p> <p>"Subscription Price" means in relation to any Share, the amount paid up or credited as paid up thereon (including the full amount of any premium at which such Share was issued whether or not such premium is applied for any purpose thereafter).</p>	

SH01 - continuation page

Return of allotment of shares

7

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

Class of share	A Preferred	
Prescribed particulars	<p>CAPITAL</p> <p>(a) on a return of assets on a liquidation, return of capital, winding up of the Company or otherwise, the surplus assets of the Company remaining after payment of its liabilities shall be applied:</p> <p>(i) firstly, in paying to the A Preferred Shareholders, the Subscription Price for each such Share held by them in the Company;</p> <p>(ii) secondly, in paying to the A Ordinary Shareholders, one half of the Subscription Price for each such Share held by them in the Company;</p> <p>(iii) thirdly, in paying to the Shareholders (in proportion to the number of Shares held by each of them as if they together constituted one class) the balance of the surplus assets;</p> <p>PROVIDED THAT if the A Ordinary Shareholders would thereby receive less than the full Subscription Price paid by them, the surplus assets will be reallocated so as to ensure that the following order of priority applies:</p> <p>(i) firstly, in paying to the 'A' Preferred Shareholders, the Subscription Price for each such Share held by them in the Company;</p> <p>(ii) secondly, in paying to the 'A' Ordinary Shareholders, up to the Subscription Price for each such Share held by them in the Company;</p> <p>(iii) thirdly, the balance (if any) shall be distributed pro rata to the other Shareholders;</p> <p>(b) in the event of a Sale, the total of all and any cash or other consideration received in respect of the Shares that are the subject of the Sale shall be reallocated between the holders of such Shares so as to ensure the following order of application of the aggregate sale proceeds as follows:</p> <p>(i) firstly, in paying to the A Preferred Shareholders, the Subscription Price for each such Share held by them in the Company;</p> <p>(ii) secondly, in paying to the A Ordinary Shareholders, one half of the Subscription Price on each such Share held by them in the Company;and</p> <p>(See attached continuation page)</p>	

SH01 - continuation page

Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	A Preferred	
Prescribed particulars	<p>(iii) thirdly, in paying to the Shareholders (in proportion to the number of Shares held by each of them as if they together constituted one class) the balance of the surplus assets;</p> <p>PROVIDED THAT if the A Ordinary Shareholders would thereby receive less than the full Subscription Price paid by them, the consideration will be reallocated so as to ensure that the following order of priority applies:</p> <p>(i) firstly, in paying to the 'A' Preferred Shareholders, the Subscription Price for each such Share held by them in the Company;</p> <p>(ii) secondly, in paying to the 'A' Ordinary Shareholders, up to the Subscription Price for each such Share held by them in the Company;</p> <p>(iii) thirdly, the balance (if any) shall be distributed pro rata to the other Shareholders;</p> <p>VOTING IN GENERAL MEETINGS</p> <p>(a) each Shareholder shall be entitled to receive notice of, and to attend and vote at, general meetings of the Company;</p> <p>(b) on a show of hands every Shareholder 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 and on a poll every Shareholder so present shall have one vote for each Share held by him.</p> <p>Subject to the Acts, and provided it is a private company, the Company shall be authorised to make a payment in respect of the redemption or purchase of any of its own Shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of Shares.</p> <p>For the purposes of this form the following terms shall have the following meanings:</p> <p>"A Preferred Shareholders" means holders of A Preferred Shares;</p> <p>"A Ordinary Shareholders" means holders of A Ordinary Shares;</p> <p>"Company" means the company named Academia Networks Limited;</p> <p>(See attached continuation page)</p>	

SH01 - continuation page

Return of allotment of shares

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

Class of share	A Preferred	
Prescribed particulars	<p>"Directors" means the directors of the Company from time to time;</p> <p>"Sale" means the sale of all of the issued shares in the capital of the Company to any person or the sale of all of the assets and undertaking of the Company;</p> <p>"Shareholders" means the holders of Shares from time to time;</p> <p>"Shares" means the A Ordinary shares, the Ordinary shares and the A Preferred shares and "Share" shall mean any one of them; and</p> <p>"Subscription Price" means in relation to any Share, the amount paid up or credited as paid up thereon (including the full amount of any premium at which such Share was issued whether or not such premium is applied for any purpose thereafter).</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	Our ref: 313
Company name	Harbottle & Lewis LLP
Address	Hanover House
	14 Hanover Square
Post town	London
County/Region	
Postcode	W 1 S 1 H P
Country	United Kingdom
DX	44617 Mayfair
Telephone	

**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