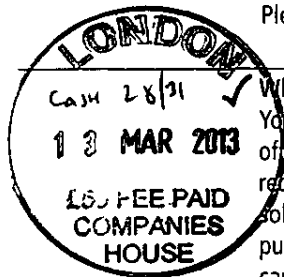


SH19

Statement of capital



A fee is payable with this form
Please see 'How to pay' on the last page



What this form is for
You may use this form as a statement of capital for a private limited company reducing its capital supported by a solvency statement, or for a private or public limited company reducing its capital supported by a court order

What this form is NOT for
You cannot use this form to complete a statement of capital for a company re-registering from unlimited to limited

WEDNESDAY



LD1 13/03/2013 #4
COMPANIES HOUSE

1 Company details

Company number 0 7 2 2 2 2 8 2

Company name in full DFS INVESTMENTS LIMITED

→ **Filing in this form**
Please complete in typescript or in bold black capitals

All fields are mandatory unless specified or indicated by *

Statement of capital

Section 2 (also Section 3 and Section 4 if appropriate) should reflect the company's share capital as reduced by the resolution

2 Statement of capital (Share capital in pound sterling (£))

Please complete the table below to show any class of shares held in pound sterling
If all your issued capital is in sterling, only complete Section 2 and then go to Section 5

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
A Ordinary	£1 00		25,712,501	£ 25,712,501
B Ordinary	£1 00		1,537,500	£ 1,537,500
B Ordinary	£0 20	£0 80	2,920,000	£ 2,920,000
Preference	£1 00		148,239,486	£ 148,239,486
Totals			178,409,487	£ 178,409,487

3 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				

① Including both the nominal value and any share premium

② Number of shares issued multiplied by nominal value of each share

③ Total number of issued shares in this class

Continuation pages
Please use a Statement of Capital continuation page if necessary

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Statement of capital

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				

❶ Including both the nominal value and any share premium
❷ Total number of issued shares in this class
❸ Number of shares issued multiplied by nominal value of each share

Continuation pages
Please use a Statement of Capital continuation page if necessary

4 Statement of capital (Totals)

Please give the total number of shares and total aggregate nominal value of issued share capital		❶ 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 ❶ nominal value		

5 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 2 and Section 3		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 Please use a Statement of capital continuation page if necessary
Class of share	A Ordinary Shares	
Prescribed particulars ❶	Please see enclosed continuation page	
Class of share	B Ordinary Shares	
Prescribed particulars ❶	Please see enclosed continuation page	

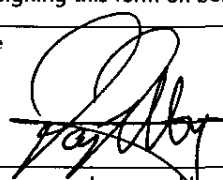
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Statement of capital

Class of share	PREFERENCE SHARES	1 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 Please use a Statement of capital continuation page if necessary
Prescribed particulars 1	Please see enclosed continuation page.	
Class of share		
Prescribed particulars 1		

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Signature

Signature	I am signing this form on behalf of the company		1 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 2 Person authorised Under either section 270 or 274 of the Companies Act 2006
	Signature X  X	This form may be signed by Director 1 , Secretary, Person authorised 2 , CIC manager	

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Statement of capital

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

Class of share	<u>A Ordinary Shares</u>	<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>
Prescribed particulars 1	<p>Terms used but not defined have the meaning ascribed to them in the company's Articles</p> <p>As regards voting each A Ordinary Shareholder is entitled to receive notice of, and to attend and vote at, general meetings of the company, having one vote on a show of hands and one vote per share on a poll vote. If a Shareholder becomes a Leaving Shareholder or Former Employee the voting rights attaching to their shares terminates with effect from the Cessation Date until such time as the Shares are transferred to another person in accordance with the Articles. On any shareholder vote in respect of any resolution to effect an Emergency Share Issue, the Ordinary Shares held by the Investors shall confer on the Investors the right to exercise no less than 75% of the total number of votes</p> <p>As regards distribution after payment of Dividends owing to Preference Shareholders, the balance of any profits then remaining available for distribution, so far as resolved to be distributed, will be distributed by way of dividend to the Ordinary Shareholders pro rata to the nominal value of each Ordinary Share held by them</p> <p>As regards capital on a winding up of the company or any other return of capital, the assets of the company remaining after payment of its debts and liabilities and of the costs, charges and expenses of such winding-up or return of capital shall be applied to the Ordinary Shareholders as follows: only after payment to the Preference Shareholders of a sum equal to the Subscription Price together with a sum equal to all unpaid accruals of any Dividend (whether declared or not), remaining capital will be distributed to the Ordinary Shareholders pro rata to their shareholdings</p> <p>The A Ordinary Shares are non-redeemable</p>	

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Statement of capital

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

Class of share	<u>B Ordinary Shares</u>	
Prescribed particulars 1	<p>Terms used but not defined have the meaning ascribed to them in the company's Articles</p> <p>As regards voting each B Ordinary Shareholder is entitled to receive notice of, and to attend and vote at, general meetings of the company, having one vote on a show of hands and one vote per share on a poll vote. If a Shareholder becomes a Leaving Shareholder or Former Employee the voting rights attaching to their shares terminates with effect from the Cessation Date until such time as the Shares are transferred to another person in accordance with the Articles. On any shareholder vote in respect of any resolution to effect an Emergency Share Issue, the Ordinary Shares held by the Investors shall confer on the Investors the right to exercise no less than 75% of the total number of votes</p> <p>As regards distribution after payment of Dividends owing to Preference Shareholders, the balance of any profits then remaining available for distribution, so far as resolved to be distributed, will be distributed by way of dividend to the Ordinary Shareholders pro rata to the nominal value of each Ordinary Share held by them</p> <p>As regards capital on a winding up of the company or any other return of capital, the assets of the company remaining after payment of its debts and liabilities and of the costs, charges and expenses of such winding-up or return of capital shall be applied to the Ordinary Shareholders as follows only after payment to the Preference Shareholders of a sum equal to the Subscription Price together with a sum equal to all unpaid accruals of any Dividend (whether declared or not), remaining capital will be distributed to the Ordinary Shareholders pro rata to their shareholdings</p> <p>The B Ordinary Shares are non-redeemable</p>	<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>

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Statement of capital

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

Class of share	Preference Shares	
Prescribed particulars 1	<p>Terms used but not defined have the meaning ascribed to them in the company's Articles</p> <p>Voting each Preference Shareholder is entitled to receive notice of, to attend and to speak at each general meeting but is not entitled to vote on any resolution</p> <p>Capital on a winding up of the company or any other return of capital, the assets of the company remaining after payment of its debts, liabilities and the costs, charges and expenses of such winding-up or return of capital shall be applied first to the Preference Shareholders in paying them a sum equal to the Subscription Price on each Preference Share held by them together with a sum equal to all unpaid accruals of any Dividend (whether declared or not) calculated down to and including the date of the repayment or winding-up. Where any return of capital occurs at any point within one year following the date of adoption of the Articles, the amount payable to such Shareholders shall be a sum equal to the Subscription Price on each Preference Share held by them together with the Dividend that would have accrued during the first twelve month period from the date of adoption of the Articles</p> <p>Distribution profits available for distribution (including retained distributable profits) shall be applied by first paying to the Preference Shareholders a Dividend of 17% p a on the Subscription Price of each Preference Share to the extent paid up (together with any accrued but unpaid Dividends), accruing daily and compounding annually on 31 December, whether or not earned or declared. The Dividend will be paid when and if declared by the Board, if not paid then, it will nevertheless be due and payable, even though the Preference Shares are expressed to be (and if not paid, will be) cumulative. The amounts become a debt due from the company to the Preference Shareholders entitled to such Dividends without any resolution of the Directors or the company in general meeting. Such debt will be immediately payable by the company upon an Exit, provided there are profits which are available for distribution out of which the same may lawfully be paid. If there are insufficient profits available for distribution by the company or such payment is prohibited by a Finance Document, then any amount unpaid in respect of the Dividend must be paid as soon as the Board considers that there are sufficient profits available for distribution and that the payment is permitted by the Finance Documents. No dividend may be proposed, declared or paid on any other class Share in the capital of the company, nor any other return of capital made unless and until all arrears of the Dividend have been paid [CONTINUED]</p>	<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>

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Statement of capital

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

Class of share	Preference Shares [Continued]	
Prescribed particulars 1	<p>[CONTINUED]</p> <p>Redemption The company shall (subject to the Companies Act 2006) redeem all of the Preference Shares then in issue on an Exit, giving the holders of Preference Shares to be redeemed a Company Redemption Notice, specifying the Preference Shares to be redeemed, the date fixed for redemption and between five and thirty (inclusive) Business Days prior notice of this date The holders of the majority of the Preference Shares may serve a Shareholder Redemption Notice requiring the company to redeem a specified number of Preference Shares, which may be withdrawn by written notice before redemption occurs Unless withdrawn, the company shall be obliged to redeem the specified Shares on the first Business Day following receipt of the notice, subject to having sufficient Available Profits to do so If not, the company shall redeem as many of the Preference Shares as it lawfully and properly can, and redeem the balance as soon as it can lawfully do so If not redeeming all Preference Shares in issue, they will be redeemed pro rata to each shareholding The sum due on redemption shall be a debt due from and immediately payable by the company to the Preference Shareholders and if unpaid shall carry interest at 8% p a from and including the due date to and including the date of payment</p>	<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>

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Statement of capital

**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 **Tomasz Rodzoch**

Company name **Weil Gotshal & Manges**

Address **110 Fetter Lane**

Post town **London**

County/Region

Postcode **E C 4 A 1 A Y**

Country **UK**

DX

Telephone **02079031512**

**Checklist**

We may return 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 completed the relevant 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