

SH01

Return of allotment of shares

BLUEPRINT

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



A34 *A52G5LLT* 10/03/2016 #53
COMPANIES HOUSE
A15 *A5137UW* 19/02/2016 #120
COMPANIES HOUSE

1 Company details

Company number 7 2 5 4 6 0 5

Company name in full Cooper Gay Swett & Crawford 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 ^d 2 ^d 1 ^m 0 ^m 1 ^y 2 ^y 0 ^y 1 ^y 6
To Date ^d 1 ^d 2 ^m 0 ^m 2 ^y 2 ^y 0 ^y 1 ^y 6

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) on each share	Amount (if any) unpaid (including share premium) on each share
Non-Redeemable Voting Ordinary	GBP	75,000	0.01	0.01	0.00

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)

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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
Deferred	0.01	0.00	10,730,457	£ 107,304.57
Non-Redeemable Voting Ordinary	0.01	0.00	177,795,620	£ 1,777,956.20
Redeemable Voting Ordinary	0.01	0.00	17,142,857	£ 171,428.57
				£
Totals			205,668,934	£ 2,056,689.34

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 ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
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 Total number of issued shares in this class.

③ 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.

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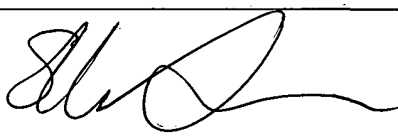
7

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	£0.01 Deferred	
Prescribed particulars ❶	THE DEFERRED SHARES SHALL ENTITLE THE DEFERRED SHAREHOLDERS TO THE FOLLOWING RIGHTS: (A) AS REGARDS DIVIDENDS: THE DEFERRED SHAREHOLDERS SHALL NOT BE ENTITLED TO RECEIVE ANY DIVIDENDS FROM THE COMPANY; (B) AS REGARDS CAPITAL: (1) ON A RETURN OF CAPITAL UPON A WINDING UP OR OTHERWISE, THE DEFERRED SHAREHOLDERS SHALL BE ENTITLED, AFTER PAYMENT TO THE HOLDERS OF ORDINARY SHARES OF THE NOMINAL AMOUNT PAID UP ON THE ORDINARY SHARES HELD	<p>❶ 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	£0.01 Deferred continued	
Prescribed particulars ❶	HELD BY THEM RESPECTIVELY AND THE RECEIPT BY THEM OF A FURTHER £1,000,000 PER ORDINARY SHARE OUT OF ANY SURPLUS ARISING, TO RECEIVE THE SUM OF £0.01 PER DEFERRED SHARE, BUT SHALL NOT OTHERWISE BE ENTITLED TO PARTICIPATE IN ANY OTHER AMOUNT IN ANY SURPLUS SO ARISING. (C) AS REGARDS VOTING IN GENERAL MEETINGS: THE DEFERRED SHAREHOLDERS SHALL NOT BE ENTITLED TO RECEIVE NOTICE OF, TO ATTEND OR VOTE (WHETHER ON A SHOW OF HANDS OR ON A POLL) AT ANY GENERAL MEETING	
Class of share	£0.01 Deferred continued	
Prescribed particulars ❶	OF THE COMPANY.	

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Signature

	I am signing this form on behalf of the company.	
Signature	<div style="display: flex; align-items: center;"> <div style="margin-right: 10px;">X</div> <div style="flex-grow: 1; text-align: center;">  </div> <div style="margin-left: 10px;">X</div> </div>	<p>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.</p> <p>❸ Person authorised Under either section 270 or 274 of the Companies Act 2006.</p>
	<p>This form may be signed by:</p> <p>Director ❹, Secretary, Person authorised ❹, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.</p>	

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**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 **Suzie McConnell**

Company name **CGSC Ltd**

Address **52 Leadenhall Street**

Post town **London**

County/Region

Postcode **E C 3 A 2 E B**

Country

DX

Telephone **020 7816 5610**

**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 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

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	£0.01 Non-Redeemable Voting Ordinary	
Prescribed particulars	<p>THE NON-REDEEMABLE VOTING ORDINARY SHARES SHALL ENTITLE THE NON REDEEMABLE VOTING ORDINARY SHAREHOLDERS TO THE FOLLOWING RIGHTS: (A) AS REGARDS DIVIDENDS: THE NON REDEEMABLE VOTING ORDINARY SHAREHOLDERS SHALL BE ENTITLED TO RECEIVE DIVIDENDS IN RESPECT OF EACH OF THEIR NON REDEEMABLE VOTING ORDINARY SHARES WHEN DECLARED BY THE COMPANY OR THE BOARD AND PAID AND, FOR THE AVOIDANCE OF DOUBT, THE NON-REDEEMABLE VOTING ORDINARY SHARES, THE NON-VOTING ORDINARY SHARES AND THE REDEEMABLE VOTING ORDINARY SHARES SHALL RANK PARI PASSU AS REGARDS DIVIDENDS. (B) AS REGARDS CAPITAL: ON A RETURN OF CAPITAL UPON A WINDING UP OR OTHERWISE, THE NON-REDEEMABLE VOTING ORDINARY SHAREHOLDERS SHALL BE ENTITLED TO BE PAID THE NOMINAL AMOUNT PAID UP ON THEIR NON-REDEEMABLE VOTING ORDINARY SHARES PARI PASSU WITH THE NON-VOTING ORDINARY SHAREHOLDERS AND THE REDEEMABLE VOTING ORDINARY SHAREHOLDERS AND, SUBJECT TO THE RIGHTS ATTACHING TO THE DEFERRED SHARES AND THE SPECIAL SHARE, BE ENTITLED TO BE PAID THE SURPLUS CAPITAL AVAILABLE FOR DISTRIBUTION PARI PASSU WITH THE NON-VOTING ORDINARY SHAREHOLDERS AND THE REDEEMABLE VOTING ORDINARY SHAREHOLDERS; (C) AS REGARDS VOTING IN GENERAL MEETINGS AND SUBJECT TO ARTICLES 3.4 TO 3.6: (I) EACH NON-REDEEMABLE VOTING ORDINARY SHAREHOLDER SHALL BE ENTITLED TO RECEIVE NOTICE OF AND TO ATTEND AND VOTE AT GENERAL MEETINGS OF THE COMPANY; AND (II) EVERY NON-REDEEMABLE VOTING ORDINARY SHAREHOLDER PRESENT IN PERSON OR BY PROXY SHALL (SUBJECT TO ARTICLE 22.3) HAVE ONE VOTE FOR EACH NON-REDEEMABLE VOTING ORDINARY SHARE HELD, PROVIDED THAT A NON-REDEEMABLE VOTING ORDINARY SHARE WILL NOT CARRY ANY RIGHT TO VOTE ON ANY RESOLUTION FOR THE APPOINTMENT OF A DIRECTOR. 4.2 THE NON-VOTING ORDINARY SHARES SHALL ENTITLE THE NON-VOTING SHAREHOLDERS TO THE FOLLOWING RIGHTS: (A) AS REGARDS DIVIDENDS: (I) SUBJECT TO THE TERMS OF THE NEW EMPLOYEE INCENTIVE SCHEME, THE NON-REDEEMABLE VOTING ORDINARY SHAREHOLDERS SHALL BE ENTITLED TO RECEIVE DIVIDENDS IN RESPECT OF EACH OF THEIR NON-VOTING ORDINARY SHARES WHEN DECLARED OR PAID BY THE COMPANY OR THE BOARD AND FOR THE AVOIDANCE OF DOUBT THE NON-REDEEMABLE VOTING ORDINARY SHARES, THE NON-VOTING ORDINARY SHARE AND THE REDEEMABLE VOTING SHARES SHALL RANK PARI PASSU</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	£0.01 Non-Redeemable Voting Ordinary continued	
Prescribed particulars	<p>AS REGARDS DIVIDENDS; (B) AS REGARDS CAPITAL: (I) ON A RETURN OF CAPITAL UPON A WINDING UP OR OTHERWISE, THE NON-VOTING ORDINARY SHAREHOLDERS SHALL BE ENTITLED TO BE PAID THE NOMINAL AMOUNT PAID UP ON THEIR NON-VOTING ORDINARY SHARES PARI PASSU WITH THE NON-REDEEMABLE VOTING ORDINARY SHAREHOLDERS AND THE REDEEMABLE VOTING ORDINARY SHAREHOLDERS AND, SUBJECT TO THE RIGHTS ATTACHING TO THE DEFERRED SHARES AND THE SPECIAL SHARE, BE ENTITLED TO BE PAID THE SURPLUS CAPITAL AVAILABLE FOR DISTRIBUTION PARI PASSU WITH THE NON-REDEEMABLE VOTING ORDINARY SHAREHOLDERS AND THE REDEEMABLE VOTING ORDINARY SHAREHOLDERS; (C) AS REGARDS VOTING IN GENERAL MEETINGS: (I) EACH NON-VOTING ORDINARY SHAREHOLDER SHALL BE ENTITLED TO RECEIVE NOTICE OF AND TO ATTEND AND SPEAK AT GENERAL MEETINGS OF THE COMPANY BUT SHALL NOT BE ENTITLED TO VOTE AT ANY GENERAL MEETING OF THE COMPANY.</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	£0.01 Redeemable Voting Ordinary	
Prescribed particulars	<p>THE REDEEMABLE VOTING ORDINARY SHARES SHALL ENTITLE THE REDEEMABLE VOTING ORDINARY SHAREHOLDERS TO THE FOLLOWING RIGHTS: (A) AS REGARDS DIVIDENDS: THE REDEEMABLE VOTING ORDINARY SHAREHOLDERS SHALL BE ENTITLED TO RECEIVE DIVIDENDS IN RESPECT OF EACH OF THEIR REDEEMABLE VOTING ORDINARY SHARES WHEN DECLARED BY THE COMPANY OR THE BOARD AND PAID AND, FOR THE AVOIDANCE OF DOUBT, THE NON-REDEEMABLE VOTING ORDINARY SHARES, THE NON-VOTING ORDINARY SHARES AND THE REDEEMABLE VOTING ORDINARY SHARES SHALL RANK PARI PASSU AS REGARDS DIVIDENDS. (B) AS REGARDS CAPITAL: ON A RETURN OF CAPITAL UPON A WINDING UP OR OTHERWISE, THE REDEEMABLE VOTING ORDINARY SHAREHOLDERS SHALL BE ENTITLED TO BE PAID THE NOMINAL AMOUNT PAID UP ON THEIR REDEEMABLE VOTING ORDINARY SHARES PARI PASSU WITH THE VOTING ORDINARY SHAREHOLDERS AND THE NON-VOTING ORDINARY SHAREHOLDERS AND, SUBJECT TO THE RIGHTS ATTACHING TO THE DEFERRED SHARES AND THE SPECIAL SHARE, BE ENTITLED TO BE PAID THE SURPLUS CAPITAL AVAILABLE FOR DISTRIBUTION PARI PASSU WITH THE VOTING ORDINARY SHAREHOLDERS AND THE NON-VOTING ORDINARY SHAREHOLDERS; (C) AS REGARDS VOTING IN GENERAL MEETINGS AND SUBJECT TO ARTICLES 3.4 TO 3.6: (I) EACH REDEEMABLE VOTING ORDINARY SHAREHOLDER SHALL BE ENTITLED TO RECEIVE NOTICE OF AND TO ATTEND AND VOTE AT GENERAL MEETINGS OF THE COMPANY; AND (II) EVERY REDEEMABLE VOTING ORDINARY SHAREHOLDER PRESENT IN PERSON OR BY PROXY SHALL (SUBJECT TO ARTICLE 22.3) HAVE ONE VOTE FOR EACH REDEEMABLE SHARE HELD, (D) AS REGARDS REDEMPTION: (I) ON A RATCHET EVENT (AS DEFINED IN SCHEDULE 2) TAKING PLACE, SUBJECT TO AND IN ACCORDANCE WITH SCHEDULE 2, THE AGGREGATE NUMBER OF REDEEMABLE VOTING ORDINARY SHARES CALCULATED IN ACCORDANCE WITH PARAGRAPH 2.2 OF SCHEDULE 2 (SUCH AGGREGATE NUMBER, THE REDEEMED SHARES) SHALL BE REDEEMED BY THE COMPANY FOR A TOTAL AMOUNT OF £1.00 FOR ALL OF THE REDEEMED SHARES (THE REDEMPTION AMOUNT); (II) ON THE DATE OF THE RATCHET EVENT (AS DEFINED IN SCHEDULE 2): (AA) IF THERE IS MORE THAN ONE REDEEMABLE VOTING ORDINARY SHAREHOLDER AND NOT ALL OF THE REDEEMABLE VOTING ORDINARY SHARES ARE REDEEMED SHARES, THE REDEEMED SHARES SHALL BE REDEEMED IN PROPORTION AS NEARLY AS POSSIBLE TO THE EXISTING HOLDINGS OF REDEEMABLE VOTING ORDINARY SHARES OF ALL REDEEMABLE VOTING ORDINARY SHAREHOLDERS; (BB) EACH REDEEMABLE VOTING ORDINARY</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	£0.01 Redeemable Voting Ordinary continued	
Prescribed particulars	<p>SHAREHOLDER SHALL SURRENDER TO THE COMPANY THE SHARE CERTIFICATE FOR ITS REDEEMABLE VOTING ORDINARY SHARES WHICH ARE BEING REDEEMED (OR AN INDEMNITY IN A FORM REASONABLY SATISFACTORY TO THE BOARD IN RESPECT OF ANY LOST SHARE CERTIFICATE); AND (CC) THE COMPANY SHALL PAY THE REDEMPTION AMOUNT TO THE REDEEMABLE VOTING ORDINARY SHAREHOLDER WHO HOLDS THE LARGEST NUMBER OF REDEEMABLE SHARES; (III) IF THE COMPANY IS UNABLE ON THE DATE OF THE RATCHET EVENT TO REDEEM THE REDEEMED SHARES, THE REDEEMED SHARES SHALL AUTOMATICALLY BE CONVERTED AND REDESIGNATED AS DEFERRED SHARES ON A ONE FOR ONE BASIS; AND (IV) FOLLOWING A RATCHET EVENT TAKING PLACE WHICH COMPRISES AN EXIT OR AS A RESULT OF WHICH NO INVESTOR AFFILIATE REMAINS THE HOLDER OF ANY VOTING ORDINARY SHARES AND AFTER THE REDEMPTION OF THE REDEEMED SHARES OR THEIR CONVERSION AND REDESIGNATION AS DEFERRED SHARES IN ACCORDANCE WITH THIS ARTICLE 4.3(D), ANY REDEEMABLE SHARES WHICH HAVE NOT EITHER BEEN REDEEMED OR CONVERTED AND REDESIGNATED SHALL AUTOMATICALLY BE CONVERTED AND REDESIGNATED AS NON REDEEMABLE VOTING ORDINARY SHARES ON A ONE FOR ONE BASIS AND SHALL CEASE TO BE REDEEMABLE.</p>	