

SH01

Return of allotment of shares



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 sub-
scription on formation of the company
for an allotment of a new class of
shares by an unlimited company

MONDAY



A34 *A3LAMV5U* 152
20/06/2011
COMPANIES HOUSE

1 Company details

Company number 0 7 6 4 2 0 8 9

Company name in full Stewart Group EMB Ltd

→ **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 1 d 6 m 0 m 6 y 2 y 0 y 1 y 1

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 ordinary	£	510893	0 10	51,089 30	
B ordinary	£	164107	0 10	16,410 70	
C ordinary	£	10000	0 10	10,000 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

157,645 (£0 10) B shares in the Company have been issued in exchange for £157,645 rollover loan
notes issued by Stewart Midco Limited

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
A ordinary	1 00		510893	£ 51,089 30
B ordinary	1 00		164107	£ 16,410 70
C ordinary	1 00		10000	£ 1,000 00
D ordinary	0 65	0 35	101686	£ 101,686 00
Totals			786686	£ 170,186 00

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				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

③ E.g. Number of shares issued multiplied by nominal value of each share

② 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 (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	A ordinary
Prescribed particulars ①	<p>a) Each A ordinary shareholder (who is not a leaver or the permitted transferee of a leaver) is entitled to receive notice of and attend general meetings of the company and is entitled at such meetings to (i) one vote on a show of hands and one vote per share on a poll in any circumstance and to (ii) one thousand votes per share in circumstances where any group company is in material default of certain debt obligations</p> <p>b) The A ordinary shares shall rank pari passu with the B, C, D, E and F ordinary shares in all respects except that on a winding-up, exit or distribution of profits, the A ordinary shareholders shall be entitled to receive an amount equal to the subscription price paid for their A ordinary shares pari passu with the price paid for the B ordinary shares but ahead of any payment made to the C, D, E and F ordinary shareholders. Any additional amounts to which the A ordinary shareholders are entitled will be distributed in accordance with the ratchet (see continuation page)</p>
Class of share	B ordinary
Prescribed particulars ①	<p>a) Each B ordinary shareholder (who is not a leaver or the permitted transferee of a leaver) is entitled to receive notice of and attend general meetings of the company and is entitled at such meetings to one vote on a show of hands and one vote per share on a poll in any circumstance</p> <p>b) The B ordinary shares shall rank pari passu with the A, C, D, E and F ordinary shares in all respects except that on a winding-up, exit or distribution of profits, the B ordinary shareholders shall be entitled to receive an amount equal to the subscription price paid for their B ordinary shares pari passu with the price paid for the A ordinary shares but ahead of any payment made to the C, D, E and F ordinary shareholders. Any additional amounts to which the B ordinary shareholders are entitled will be distributed in accordance with the ratchet (see continuation page)</p>
Class of share	C ordinary
Prescribed particulars ①	<p>a) Each C ordinary shareholder (who is not a leaver or the permitted transferee of a leaver) is entitled to receive notice of and attend general meetings of the company and is entitled at such meetings to one vote on a show of hands and one vote per share on a poll in any circumstance</p> <p>b) The C ordinary shares shall rank pari passu with the A, B, D, E and F ordinary shares in all respects except that on a winding-up, exit or distribution of profits, the C ordinary shareholders shall be entitled to receive an amount equal to the subscription price paid for their C ordinary shares only after payment to the A and B ordinary shareholders of the subscription price paid for their A and B ordinary shares and thereafter, pari passu with the D ordinary shares and F ordinary shares but ahead of any payments made to the E ordinary shareholders. Any additional amounts to which the C ordinary shareholders are entitled will be distributed in accordance with the ratchet (see continuation page)</p>

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

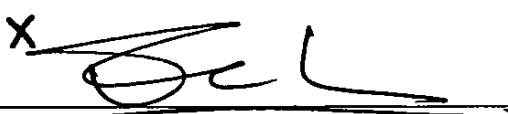
A separate table must be used for each class of share

Continuation page

Please use a Statement of Capital continuation page if necessary

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Signature

	I am signing this form on behalf of the company
Signature	<p>Signature</p>  <p>This form may be signed by Director ②, Secretary, Person authorised ③, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager</p>

② 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

③ Person authorised

Under either section 270 or 274 of the Companies Act 2006

CHFP025

05/10 Version 4.0

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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 E03153 44

Company name S J Berwin

Address 10 Queen Street Place

Post town London

County/Region Greater London

Postcode E C 4 R 1 B E

Country United Kingdom

DX 255 Chancery Lane

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,
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 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

Shares allotted

② Currency

[illegible]

Please complete the table below to show any class of shares held in other currencies. Please complete a separate table for each currency.

<p>1 Including both the nominal value and any share premium</p> <p>2 Total number of issued shares in this class</p>	<p>3 E.g. Number of shares issued multiplied by nominal value of each share</p>
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7 Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	A ordinary, B ordinary, C ordinary, D ordinary, E ordinary, F ordinary
Prescribed particulars	<p><u>D ordinary</u></p> <p>a) Each D ordinary shareholder (who is not a leaver or the permitted transferee of a leaver) is entitled to receive notice of and attend general meetings of the company and is entitled at such meetings to one vote on a show of hands and one vote per share on a poll in any circumstance</p> <p>b) The D ordinary shares shall rank pari passu with the A, B, C, E and F ordinary shares in all respects except that on a winding-up, exit or distribution of profits, the D ordinary shareholders shall be entitled to receive an amount equal to the subscription price paid for their D ordinary shares only after payment to the A and B ordinary shareholders of the subscription price paid for their A and B ordinary shares and thereafter, pari passu with the C ordinary shares and F ordinary shares but ahead of any payments made to the E ordinary shareholders. Any additional amounts to which the D ordinary shareholders are entitled will be distributed in accordance with the ratchet (see below)</p> <p><u>E ordinary</u></p> <p>a) The E ordinary shares will not carry the right to receive notice of or attend or vote at any general meeting of the company, nor to receive a copy of or agree to a proposed written resolution</p> <p>b) The E ordinary shares shall rank pari passu with the A ordinary, B ordinary, C ordinary, D ordinary and F ordinary shares in all respects except that on a winding-up, exit or distribution of profits, the D ordinary shareholders shall be entitled to receive an amount equal to the subscription price paid for such shares only after payment to the A, B, C, D and F ordinary shareholders of the subscription price paid for their A, B, C, D and F ordinary shares. Any additional amounts to which the E ordinary shareholders are entitled will be distributed in accordance with the ratchet (see below)</p> <p><u>F ordinary</u></p> <p>a) Each F ordinary shareholder (who is not a leaver or the permitted transferee of a leaver) is entitled to receive notice of and attend general meetings of the company and is entitled at that meeting to one vote on a show of hands and two votes per share on a poll in any circumstance</p> <p>b) The F ordinary shares shall rank pari passu with the A ordinary, B ordinary, C ordinary, D ordinary and E ordinary shares in all respects except that on a winding-up, exit or distribution of profits, the F ordinary shareholders shall be entitled to receive an amount equal to the subscription price paid for their F ordinary shares only after payment to the A and B ordinary shareholders of the subscription price paid for their A and B ordinary shares and thereafter, pari passu with the C ordinary shares and F ordinary shares but ahead of any payments made to the E ordinary shareholders. Any subsequent amounts to which the F ordinary shareholders are entitled will be distributed in accordance with the ratchet (see below)</p> <p><u>The ratchet</u></p> <p>Following payment to the A, B, C, D, E and F shareholders of the subscription price paid for the A, B, C, D, E and F ordinary shares, assets (if any) up to but not exceeding an amount such that each A ordinary shareholder has received the higher of</p>