

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**
You cannot use this form
notice of shares taken by
on formation of the comp
for an allotment of a new
shares by an unlimited c

TUESDAY



A09 23/08/2011 231
COMPANIES HOUSE

1 Company details

Company number 7 6 4 8 4 4 3

Company name in full PHOTOBOX HOLDCO 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 2 6 0 7 2 0 1 1
To Date

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
(Please use a continuation page if necessary.)

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
ORDINARY		5618413	0.001	0.001	0.00
C PREFERENCE		7980141	0.001	0.001	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

Continuation page
Please use a continuation page if
necessary

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
PLEASE SEE ATTACHED				£
				£
				£
				£
Totals			0	£ 0 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 US\$

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	0.00	1	1 00
Totals			1	1 00

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	100002538	
Total aggregate nominal value ④	£100002.537 + US\$1	

① Including both the nominal value and any share premium

② E.g. 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

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

- 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

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	
Class of share	A-ORDINARY
Prescribed particulars ①	<p>(a) On a show of hands every member shall have one vote and on a poll every member shall have one vote for every share of which he is the holder</p> <p>(b) Subject to the rights attached to the Preference shares, the holders of the A-ordinary shares shall be entitled to receive a dividend as declared by the company</p> <p>(c) Subject to the rights attached to the Preference shares, if the company is wound up, the liquidator may divide among the holders of the A-ordinary shares in specie the remaining assets of the company</p> <p>(d) The A-ordinary shares are not issued as redeemable, and are not redeemable other than pursuant to Chapter 5 of Part 18 of the Companies Act 2006</p>
Class of share	ORDINARY
Prescribed particulars ①	<p>(a) On a show of hands every member shall have one vote and on a poll every member shall have one vote for every share of which he is the holder</p> <p>(b) Subject to the rights attached to the Preference shares, the holders of the ordinary shares shall be entitled to receive a dividend as declared by the company</p> <p>(c) Subject to the rights attached to the Preference shares, if the company is wound up, the liquidator may divide among the holders of the ordinary shares in specie the remaining assets of the company</p> <p>(d) The A-ordinary shares are not issued as redeemable, and are not redeemable other than pursuant to Chapter 5 of Part 18 of the Companies Act 2006</p>
Class of share	ORDINARY NON-VOTING
Prescribed particulars ①	<p>(a) The holders of the non-voting ordinary shares shall not have any voting rights with respect to the shares of non-voting ordinary shares held by such holders</p> <p>(b) Subject to the rights attached to the Preference shares, the holders of the non-voting ordinary shares shall be entitled to receive a dividend as declared by the company</p> <p>(c) Subject to the rights attached to the Preference shares, if the company is wound up, the liquidator may divide among the holders of the non-voting ordinary shares in specie the remaining assets of the company</p> <p>(d) The non-voting ordinary shares are not issued as redeemable, and are not redeemable other than pursuant to Chapter 5 of Part 18 of the Companies Act 2006</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

8

Signature

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

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

03/11 Version 5.0

LONDOCS/3489172

SH01 - continuation page

Return of allotment of shares

7

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

Class of share	A PREFERENCE
Prescribed particulars	<p>(a) Each holder of outstanding Class A Preference Shares shall be entitled to cast such number of votes as is equal to the number of Ordinary Shares into which the Class A Preference Shares held by such holder are convertible as of the record date for determining shareholders entitled to vote on such matter. The holders of Class A Preference Shares, Class B Preference Shares and Class C Preference Shares shall vote together with the holders of Ordinary Shares as a single class.</p> <p>(b) The holders of the Class A Preference Shares shall be entitled to receive dividends at the rate per annum of US\$0.09229 per Class A Preference Share (as appropriately adjusted to reflect any subdivision or consolidation of Class A Preference Shares) (the "Class A Accruing Dividends") plus the amount of [US\$*] in respect of all dividends previously accrued (as of the Closing Date) on the shares of Series A Preferred Stock pursuant to the Photoways Certificate (the "Class A Accrued Dividends"). The Class A Accruing Dividends shall accrue from day to day commencing on the date on which each Class A Preference Share was first issued, whether or not earned or declared, shall be cumulative, and together with the Class A Accrued Dividends shall be payable when and as declared by the Board or the Company.</p> <p>(c) In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Company and after the payment of all preferential amounts required to be paid to the holders of shares of Liquidation Preference Shares the holders of Class A Preference Shares then outstanding shall be entitled to be paid out of the assets available for distribution to its shareholders, before any payment shall be made to the holders of Ordinary Shares, Non-Voting Ordinary Shares or any other class or series of shares ranking on liquidation subordinate to the Class A Preference Shares by reason of the rights attaching thereto, an amount equal to the greater of (a) US\$1.153604721271 per share, as adjusted for scrip dividends, sub-divisions, consolidations or other similar recapitalisations effected after the Closing Date affecting the shares of Class A Preference Shares (the "Class A Original Issue Price") plus any dividends declared but unpaid thereon, including, without limitation, the Class A Accruing Dividends and the Class A Accrued Dividends; and (b) such amount per share as would have been received had all shares of Class A Preference Shares been converted to Ordinary Shares in accordance with Article 12 immediately prior to such liquidation, dissolution or winding up. The amount to which a holder of a Class A Preference Share is entitled to receive is hereinafter referred to as the "Class A Liquidation Amount". If upon any such liquidation, dissolution or winding up of the Company, after payment in full of the Class B Liquidation Amount and the Class C Liquidation Amount, the remaining assets available for distribution to its shareholders shall be insufficient to pay the holders of Class A Preference Shares and any class or series of shares ranking on liquidation pari passu with the Class A Preference Shares the full amount to which they shall be entitled, the holders of Class A Preference Shares and any class or series of shares ranking on liquidation pari passu with the Class A Preference Shares shall share in any distribution of the remaining assets available for distribution in proportion to the respective amounts which would otherwise be payable in respect of the shares held by them upon such distribution if all amounts payable on or with respect to such shares were paid in full.</p> <p>(d) The A Preference shares are not issued as redeemable, and are not redeemable other than pursuant to Chapter 5 of Part 18 of the Companies Act 2006.</p>

SH01 - continuation page
Return of allotment of shares

7

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

Class of share	B PREFERENCE
Prescribed particulars	<p>(a) Each holder of outstanding Class B Preference Shares shall be entitled to cast such number of votes as is equal to the number of Ordinary Shares into which the Class A Preference Shares held by such holder are convertible as of the record date for determining shareholders entitled to vote on such matter. The holders of Class B Preference Shares, Class B Preference Shares and Class C Preference Shares shall vote together with the holders of Ordinary Shares as a single class.</p> <p>(b) The holders of the Class B Preference Shares shall be entitled to receive in preference to the holders of any other class or series of shares (other than the holders of Class C Preference Shares) and on a pari passu basis with the holders of Class C Preference Shares, dividends at the rate per annum of US\$0.15256 per Class B Preference Share (as appropriately adjusted to reflect any subdivision or consolidation of Class B Preference Shares) (the "Class B Accruing Dividends") plus the amount of [US\$*] in respect of all dividends previously accrued (as of the Closing Date) on the shares of Series B Preferred Stock pursuant to the Photoways Certificate (the "Class B Accrued Dividends"). The Class B Accruing Dividends shall accrue from day to day commencing on the date on which each Class B Preference Share was first issued, whether or not earned or declared, shall be cumulative, and together with the Class B Accrued Dividends shall be payable, in priority to payments to all other classes or series of shares (other than payment of Class C Accruing Dividends) when and as declared by the Board or the Company, or, if any Class B Accruing Dividends or Class B Accrued Dividends have not been declared by the Board or the Company.</p> <p>(c) In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Company, subject to applicable laws, the Class B Preference Shares and Class C Preference Shares (the "Liquidation Preference Shares") then outstanding shall rank pari passu and the holders of such shares shall be entitled to be paid out of the assets available for distribution to its shareholders, before any payment shall be made to the holders of Class A Preference Shares, Ordinary Shares, Non-Voting Ordinary Shares or any other class of shares ranking on liquidation subordinate to the Liquidation Preference Shares by reason of the rights attaching thereto, an amount equal to the greater of (a) in the case of the Class B Preference Shares, US\$1.907 per share, as adjusted for scrip dividends, sub-divisions, consolidations or other similar recapitalisations effected after the Closing Date affecting the Class B Preference Shares (the "Class B Original Issue Price") plus any dividends declared but unpaid thereon, including, without limitation, the Class B Accruing Dividends and the Class B Accrued Dividends (b) such amount per share as would have been received had all Liquidation Preference Shares been converted to Ordinary Shares in accordance with Article 12 immediately prior to such liquidation, dissolution or winding up. The amount to which a holder of a Class B Preference Share is entitled to receive is referred to as the "Class B Liquidation Amount". If upon any such liquidation, of the Company the remaining assets available for distribution to its shareholders shall be insufficient to pay the holders of Liquidation Preference Shares the full amount to which they shall be entitled, the holders of Liquidation Preference Shares shall share in any distribution of the remaining assets available for distribution in proportion to the respective amounts which would otherwise be payable in respect of the shares held by them upon such distribution if all amounts payable on or with respect to such shares were paid in full.</p> <p>(d) The B Preference shares are not issued as redeemable, and are not redeemable other than pursuant to Chapter 5 of Part 18 of the Companies Act 2006.</p>

SH01 - continuation page

Return of allotment of shares

7

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

Class of share	C PREFERENCE
Prescribed particulars	<p>(a) Each holder of outstanding Class C Preference Shares shall be entitled to cast such number of votes as is equal to the number of Ordinary Shares into which the Class C Preference Shares held by such holder are convertible as of the record date for determining shareholders entitled to vote on such matter. Subject to applicable laws and the Articles holders of Class A Preference Shares, Class B Preference Shares and Class C Preference Shares shall vote together with the holders of Ordinary Shares as a single class.</p> <p>(b) The holders of the Class C Preference Shares shall be entitled to receive in preference to the holders of any other class or series of shares (other than the holders of Class B Preference Shares) and on a pari passu basis with the holders of Class B Preference Shares, dividends at the rate per annum of [8.0%] per Class C Preference Share (as appropriately adjusted to reflect any subdivision or consolidation of Class C Preference Shares) (the "Class C Accruing Dividends"). The Class C Accruing Dividends shall accrue from day to day commencing on the date on which each Class C Preference Share was first issued, whether or not earned or declared, shall be cumulative, and shall be payable, in priority to payments to all other classes or series of shares (other than the payment of Class B Accruing Dividends and Class B Accrued Dividends) when and as declared by the Board or the Company, or, if any Class C Accruing Dividends have not been declared by the Board or the Company, upon a liquidation, dissolution or winding up of the Company.</p> <p>(c) In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Company, the Class B Preference Shares and Class C Preference Shares (the "Liquidation Preference Shares") then outstanding shall rank pari passu and the holders of such shares shall be entitled to be paid out of the assets available for distribution to its shareholders, before any payment shall be made to the holders of Class A Preference Shares, Ordinary Shares, Non-Voting Ordinary Shares or any other class of shares ranking on liquidation subordinate to the Liquidation Preference Shares by reason of the rights attaching thereto, an amount equal to the greater of (a) in the case of the Class C Preference Shares, £[1.75] per share as adjusted for scrip dividends, subdivisions, consolidations or other similar recapitalisations effected after the Closing Date affecting the Class C Preference Shares (the "Class C Original Issue Price") plus any dividends declared but unpaid thereon, including, without limitation, the Class C Accruing Dividends (b) such amount per share as would have been received had all Liquidation Preference Shares been converted to Ordinary Shares immediately prior to such liquidation, dissolution or winding up. If upon any such liquidation, dissolution or winding up of the Company the remaining assets available for distribution to its shareholders shall be insufficient to pay the holders of Liquidation Preference Shares and any class or series of shares ranking on liquidation pari passu with the Liquidation Preference Shares shall share in any distribution of the remaining assets available for distribution in proportion to the respective amounts which would otherwise be payable in respect of the shares held by them upon such distribution if all amounts payable on or with respect to such shares were paid in full.</p> <p>(d) The C Preference shares are not issued as redeemable, and are not redeemable other than pursuant to Chapter 5 of Part 18 of the Companies Act 2006.</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	REF: EWH				
Company name	BAKER & MCHENZIE LLP				
Address	100 NEW BRIDGE STREET				
Post town	LONDON				
County/Region					
Postcode	E	C	4	V	6 J A
Country	ENGLAND				
DX	233 CHANCERY LANE				
Telephone	0207 9191000				

**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