

# SH01

## Return of allotment of shares



You can use the WebFiling service to file this form online.  
Please go to [www.companieshouse.gov.uk](http://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 subs  
on formation of the company or  
for an allotment of a new class  
shares by an unlimited compar

WEDNESDAY



\*A128D23K\*

A22 08/02/2012 #53  
COMPANIES HOUSE

### 1 Company details

Company number 0 7 6 7 2 7 8 5

Company name in full Halcyon Topco 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 d0 d1 m0 m2 y2 y0 y1 y2  
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  
(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
A ordinary	£	8749000	0.001	0.03	0.00
B ordinary	£	1100000	0.001	0.09	0.00
Preference	£	2048084	1.00	1.00	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)

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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	0.03	0.00	8750000	£ 8,750.00
B ordinary	0.09	0.00	1100000	£ 1,100.00
Preference	1.00	0.00	2048084	£ 2,048,084.00
				£
<b>Totals</b>			11898084	£ 2,057,934.00

**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
<b>Totals</b>				

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
<b>Totals</b>				

**6 Statement of capital (Totals)**

	Please give the total number of shares and total aggregate nominal value of issued share capital	<b>④ Total aggregate nominal value</b> 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

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

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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

(a) On a show of hands every holder of A Ordinary Shares who (being an individual) is present or (being a corporation) is present by a duly authorised representative (not being himself a member entitled to vote) shall have one vote and on a poll every member holding A Ordinary Shares shall have one vote for every such share of which he is the holder

(See continuation sheet C1)

Class of share

B ordinary

Prescribed particulars

1

(a) The B Ordinary Shares will be non-voting.

(b) Subject to Schedule 4 of the articles of association of the Company (the "**Articles**"), any profits which the Directors may lawfully determine to distribute in respect of any financial year shall be distributed amongst the holders of the Equity Shares pro rata in

(See continuation sheet C2)

Class of share

Preference

Prescribed particulars

1

(a) Holders of the Preference Shares shall be entitled to receive notice of and to attend and speak, but not to vote, at all general meetings of the company

(b) The Preference Shares shall confer upon the holders the right to receive a preferential cash dividend in priority to any payment to the holders of the Equity Shares calculated

(See continuation sheet C3)

**2 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

Signature

X

X

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

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

Class of share	A ordinary	
Prescribed particulars	<p>(b) Subject to Schedule 4 of the articles of association of the Company (the "<b>Articles</b>"), any profits which the Directors may lawfully determine to distribute in respect of any financial year shall be distributed amongst the holders of the Equity Shares pro rata in relation to the Paid Up Amount upon each such share held.</p> <p>(c) Subject to the provisions of Schedules 2 and 3 of the Articles and the prior payment to the holders of the Preference Shares in accordance with paragraph 2 of Schedule 4 of the Articles, the capital and assets of the Company on a winding-up or other return of capital available for distribution to the members of the Company shall be distributed amongst the holders of the Equity Shares pro rata in relation to the Paid Up Amount upon each such share held.</p> <p>(d) The A Ordinary Shares are not to be redeemed or liable to be redeemed at the option of the Company of the shareholders.</p>	

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

Class of share	B ordinary	
Prescribed particulars	<p>relation to the Paid Up Amount upon each such share held</p> <p>(c) Subject to the provisions of Schedules 2 and 3 of the Articles and the prior payment to the holders of the Preference Shares in accordance with paragraph 2 of Schedule 4 of the Articles, the capital and assets of the Company on a winding-up or other return of capital available for distribution to the members of the Company shall be distributed amongst the holders of the Equity Shares pro rata in relation to the Paid Up Amount upon each such share held</p> <p>(d) The B Ordinary Shares are not to be redeemed or liable to be redeemed at the option of the Company of the shareholders.</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	Preference	
Prescribed particulars	<p>at the rate of 15 25% per annum on the amount paid up from time to time on the Preference Shares ("<b>Preference Dividend</b>") The Preference Dividend shall accrue from day to day without any requirement for a resolution and may be paid at any time and shall be paid on redemption of the Preference Share in respect of which it has accrued</p> <p>(c) On a return of capital on liquidation or otherwise, the assets of the Company available for distribution amongst the Shareholders shall be applied, in priority to any payment to the holders of the Equity Shares in paying to the holders of the Preference Shares £1.00 on each Preference Share held by them</p> <p>(d) Subject to the Companies Act 2006 and as provided in Schedule 4 of the articles of association of the Company, the Company may at any time by not less than 14 days nor more than 30 days notice to the holders of the Preference Shares redeem all or any of the Preference Shares for an amount equal to £1.00 per Preference Share plus all accrued but unpaid Preference Dividend on such shares ("<b>the Redemption Price</b>") and, subject as set out above, in any event shall use all reasonable endeavours to redeem each of the Preference Shares for cash at a sum equal to the Redemption Price on the first to occur of a Sale or Listing</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 Christine McFadyen

Company name Dickson Minto W S

Address Broadgate Tower

20 Primrose Street

Post town London

County/Region

Postcode E C 2 A 2 E W

Country United Kingdom

DX

Telephone Tel: 020 7628 4455

**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](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto: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](http://www.companieshouse.gov.uk)