



*Companies House*  
— for the record —

**SH01** (ef)

**Return of Allotment of Shares**



X114UM1O

*Company Name:* PIMCO 2910 LIMITED

*Company Number:* 07768979

*Received for filing in Electronic Format on the:* 23/01/2012

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*Shares Allotted (including bonus shares)*

<i>Date or period during which shares are allotted</i>		<i>From</i> 17/10/2011	<i>To</i> 17/10/2011
<b>Class of shares</b>	A ORDINARY	<i>Number allotted</i>	9900000
		<i>Nominal value of each share</i>	1
<i>Currency</i>	GBP	<i>Amount paid</i>	0.0
		<i>Amount unpaid</i>	0.0

*No shares allotted other than for cash*

## Statement of Capital (Share Capital)

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<b>Class of shares</b>	<b>A ORDINARY</b>	<i>Number allotted</i>	<b>9900000</b>
		<i>Aggregate nominal value</i>	<b>9900000</b>
<i>Currency</i>	<b>GBP</b>	<i>Amount paid</i>	<b>0</b>
		<i>Amount unpaid</i>	<b>0</b>

### *Prescribed particulars*

DIVIDENDS (1) THE A ORDINARY SHARES HAVE THE RIGHT TO RECEIVE DIVIDENDS. VOTING (2) THE A ORDINARY SHARES HAVE ATTACHED TO THEM FULL VOTING RIGHTS. RETURN OF CAPITAL (3.1) ON A RETURN OF CAPITAL ON A WINDING UP OF THE COMPANY (OR OTHERWISE) WHICH OCCURS PRIOR TO THE ACQUISITION (BEING THE FIRST ACQUISITION OF AN OPERATING COMPANY, ASSET OR A BUSINESS BY THE COMPANY OR HOLDCO (PIMCO 2908 LIMITED) IN THE MANNER ENVISAGED IN THE PROSPECTUS), THE ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AMONG THE MEMBERS SHALL BE APPLIED IN THE FOLLOWING ORDER OF PRIORITY: (A) FIRST, BETWEEN THE HOLDERS OF THE A ORDINARY SHARES IN PROPORTION TO THE AMOUNTS CREDITED AS PAID UP ON THOSE SHARES UNTIL ALL SUCH A ORDINARY SHARES HAVE BEEN REPAID AS TO THE AMOUNTS SO CREDITED AS PAID UP (WHETHER AS TO NOMINAL SHARE CAPITAL OR PREMIUM); (B) SECOND, BETWEEN THE HOLDERS OF THE B ORDINARY SHARES IN PROPORTION TO ANY AMOUNTS CREDITED AS PAID UP ON THOSE SHARES UNTIL ALL SUCH B ORDINARY SHARES HAVE BEEN REPAID AS TO THE AMOUNTS SO CREDITED AS PAID UP (WHETHER AS TO NOMINAL SHARE CAPITAL OR PREMIUM); AND (C) FINALLY, AS TO ANY REMAINING BALANCE, BETWEEN THE HOLDERS OF A ORDINARY SHARES IN PROPORTION TO THE AMOUNTS CREDITED AS PAID UP ON THOSE SHARES. (3.2) ON A RETURN OF CAPITAL ON A WINDING UP OF THE COMPANY OR OTHERWISE WHICH OCCURS AFTER THE ACQUISITION, THE ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AMONG THE MEMBERS SHALL BE APPLIED IN THE FOLLOWING ORDER OF PRIORITY: (A) FIRST (AND SUBJECT TO THE PERFORMANCE CONDITION HAVING BEEN SATISFIED), BETWEEN THE HOLDERS OF THE B ORDINARY SHARES (IN PROPORTION TO THE NUMBER OF B ORDINARY SHARES HELD BY THEM) OF AN AMOUNT EQUAL TO THE B ORDINARY SHARE VALUE ENTITLEMENT (ON THE ASSUMPTION THAT ALL THE HOLDERS HAD SERVED AN EXERCISE NOTICE IMMEDIATELY PRIOR TO THE COMMENCEMENT OF THE WINDING UP OF THE COMPANY AND THAT HOLDCO HAD ELECTED TO PAY THE B ORDINARY SHARE VALUE ENTITLEMENT IN CASH); (B) SECOND (AS TO ANY REMAINING BALANCE), BETWEEN THE HOLDERS OF THE A ORDINARY SHARES IN PROPORTION TO ANY AMOUNTS CREDITED AS PAID UP ON THOSE SHARES. RIGHTS OF REDEMPTION (4) THE A ORDINARY SHARES DO NOT CONFER ANY RIGHTS OF REDEMPTION.

<b>Class of shares</b>	<b>A ORDINARY</b>	<i>Number allotted</i>	<b>1</b>
		<i>Aggregate nominal value</i>	<b>1</b>
<i>Currency</i>	<b>GBP</b>	<i>Amount paid</i>	<b>1</b>
		<i>Amount unpaid</i>	<b>0</b>

*Prescribed particulars*

**DIVIDENDS (1) THE A ORDINARY SHARES HAVE THE RIGHT TO RECEIVE DIVIDENDS. VOTING (2) THE A ORDINARY SHARES HAVE ATTACHED TO THEM FULL VOTING RIGHTS. RETURN OF CAPITAL (3.1) ON A RETURN OF CAPITAL ON A WINDING UP OF THE COMPANY (OR OTHERWISE) WHICH OCCURS PRIOR TO THE ACQUISITION (BEING THE FIRST ACQUISITION OF AN OPERATING COMPANY, ASSET OR A BUSINESS BY THE COMPANY OR HOLDCO (PIMCO 2908 LIMITED) IN THE MANNER ENVISAGED IN THE PROSPECTUS), THE ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AMONG THE MEMBERS SHALL BE APPLIED IN THE FOLLOWING ORDER OF PRIORITY: (A) FIRST, BETWEEN THE HOLDERS OF THE A ORDINARY SHARES IN PROPORTION TO THE AMOUNTS CREDITED AS PAID UP ON THOSE SHARES UNTIL ALL SUCH A ORDINARY SHARES HAVE BEEN REPAID AS TO THE AMOUNTS SO CREDITED AS PAID UP (WHETHER AS TO NOMINAL SHARE CAPITAL OR PREMIUM); (B) SECOND, BETWEEN THE HOLDERS OF THE B ORDINARY SHARES IN PROPORTION TO ANY AMOUNTS CREDITED AS PAID UP ON THOSE SHARES UNTIL ALL SUCH B ORDINARY SHARES HAVE BEEN REPAID AS TO THE AMOUNTS SO CREDITED AS PAID UP (WHETHER AS TO NOMINAL SHARE CAPITAL OR PREMIUM); AND (C) FINALLY, AS TO ANY REMAINING BALANCE, BETWEEN THE HOLDERS OF A ORDINARY SHARES IN PROPORTION TO THE AMOUNTS CREDITED AS PAID UP ON THOSE SHARES. (3.2) ON A RETURN OF CAPITAL ON A WINDING UP OF THE COMPANY OR OTHERWISE WHICH OCCURS AFTER THE ACQUISITION, THE ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AMONG THE MEMBERS SHALL BE APPLIED IN THE FOLLOWING ORDER OF PRIORITY: (A) FIRST (AND SUBJECT TO THE PERFORMANCE CONDITION HAVING BEEN SATISFIED), BETWEEN THE HOLDERS OF THE B ORDINARY SHARES (IN PROPORTION TO THE NUMBER OF B ORDINARY SHARES HELD BY THEM) OF AN AMOUNT EQUAL TO THE B ORDINARY SHARE VALUE ENTITLEMENT (ON THE ASSUMPTION THAT ALL THE HOLDERS HAD SERVED AN EXERCISE NOTICE IMMEDIATELY PRIOR TO THE COMMENCEMENT OF THE WINDING UP OF THE COMPANY AND THAT HOLDCO HAD ELECTED TO PAY THE B ORDINARY SHARE VALUE ENTITLEMENT IN CASH); (B) SECOND (AS TO ANY REMAINING BALANCE), BETWEEN THE HOLDERS OF THE A ORDINARY SHARES IN PROPORTION TO ANY AMOUNTS CREDITED AS PAID UP ON THOSE SHARES. RIGHTS OF REDEMPTION (4) THE A ORDINARY SHARES DO NOT CONFER ANY RIGHTS OF REDEMPTION.**

<b>Class of shares</b>	<b>B ORDINARY</b>	<i>Number allotted</i>	<b>100000</b>
		<i>Aggregate nominal value</i>	<b>100000</b>
<i>Currency</i>	<b>GBP</b>	<i>Amount paid</i>	<b>0</b>
		<i>Amount unpaid</i>	<b>0</b>

*Prescribed particulars*

**DIVIDENDS (1.1) THE B ORDINARY SHARES WILL BE ENTITLED TO PARTICIPATE IN ANY PROFITS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AT THE BOARD'S DISCRETION (BUT WILL NOT OTHERWISE BE ENTITLED TO PARTICIPATE IN THOSE PROFITS). (1.2) THE COMPANY SHALL NOT DECLARE OR PAY ANY DIVIDEND WITHOUT HAVING FIRST GIVEN THE HOLDERS OF THE B ORDINARY SHARES NOT LESS THAN 7 DAYS NOTICE OF THE COMPANY'S INTENTION TO DECLARE OR PAY SUCH DIVIDEND. VOTING (2.1) THE B ORDINARY SHARES SHALL ENTITLE THE HOLDERS THEREOF TO ATTEND AND SPEAK (IN PERSON OR BY PROXY) AT ANY GENERAL MEETING OF SHAREHOLDERS AND TO VOTE ON ANY OR ALL MATTERS AND RESOLUTIONS THAT ARE THE SUBJECT OF ANY VOTE AT ANY SUCH GENERAL MEETING, AS FOLLOWS: (2.2) ON A VOTE ON A SHOW OF HANDS, EACH HOLDER OF B ORDINARY SHARES PRESENT IN PERSON OR BY PROXY WILL HAVE ONE VOTE; AND (2.3) ON A VOTE CONDUCTED ON A POLL, EACH HOLDER OF B ORDINARY SHARES PRESENT IN PERSON OR BY PROXY WILL HAVE ONE VOTE FOR EVERY 10 B ORDINARY SHARES HELD BY THEM (BUT NOT FOR ANY NUMBER OF B ORDINARY SHARES OF LESS THAN 10). RETURN OF CAPITAL (3.1) ON A RETURN OF CAPITAL ON A WINDING UP OF THE COMPANY (OR OTHERWISE) WHICH OCCURS PRIOR TO THE ACQUISITION (BEING THE FIRST ACQUISITION OF AN OPERATING COMPANY, ASSET OR A BUSINESS BY THE COMPANY OR HOLDCO IN THE MANNER ENVISAGED IN THE PROSPECTUS), THE ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AMONG THE MEMBERS SHALL BE APPLIED IN THE FOLLOWING ORDER OF PRIORITY: (A) FIRST, BETWEEN THE HOLDERS OF THE A ORDINARY SHARES IN PROPORTION TO THE AMOUNTS CREDITED AS PAID UP ON THOSE SHARES UNTIL ALL SUCH A ORDINARY SHARES HAVE BEEN REPAID AS TO THE AMOUNTS SO CREDITED AS PAID UP (WHETHER AS TO NOMINAL SHARE CAPITAL OR PREMIUM); AND (B) SECOND, BETWEEN THE HOLDERS OF THE B ORDINARY SHARES IN PROPORTION TO ANY AMOUNTS CREDITED AS PAID UP ON THOSE SHARES UNTIL ALL SUCH B ORDINARY SHARES HAVE BEEN REPAID AS TO THE AMOUNTS SO CREDITED AS PAID UP (WHETHER AS TO NOMINAL SHARE CAPITAL OR PREMIUM); (C) FINALLY, AS TO ANY REMAINING BALANCE, BETWEEN THE HOLDERS OF A ORDINARY SHARES IN PROPORTION TO THE AMOUNTS CREDITED AS PAID UP ON THOSE SHARES. (3.2) ON A RETURN OF CAPITAL ON A WINDING UP OF THE COMPANY OR OTHERWISE WHICH OCCURS AFTER THE ACQUISITION, THE ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AMONG THE MEMBERS SHALL BE APPLIED IN THE FOLLOWING ORDER OF PRIORITY: (A) FIRST (AND SUBJECT TO THE PERFORMANCE CONDITION HAVING BEEN SATISFIED), BETWEEN THE HOLDERS OF THE B ORDINARY SHARES (IN PROPORTION TO THE NUMBER OF B ORDINARY SHARES HELD BY THEM) OF AN AMOUNT EQUAL TO THE B ORDINARY SHARE VALUE ENTITLEMENT (ON THE ASSUMPTION THAT ALL THE HOLDERS HAD SERVED AN EXERCISE NOTICE IMMEDIATELY PRIOR TO THE COMMENCEMENT OF THE WINDING UP OF THE COMPANY AND THAT HOLDCO HAD ELECTED TO PAY THE B ORDINARY SHARE VALUE ENTITLEMENT IN CASH); (B) SECOND (AS TO ANY REMAINING BALANCE), BETWEEN THE HOLDERS OF THE A ORDINARY SHARES IN PROPORTION TO ANY AMOUNTS CREDITED AS PAID UP ON THOSE SHARES. RIGHTS OF REDEMPTION (4) THE B ORDINARY SHARES DO NOT CONFER ANY RIGHTS OF REDEMPTION.**

## Statement of Capital (Totals)

<i>Currency</i>	GBP	<i>Total number of shares</i>	10000001
		<i>Total aggregate nominal value</i>	10000001

### *Authorisation*

*Authenticated*

*This form was authorised by one of the following:*

Director, Secretary, Person Authorised, Administrator, Administrative Receiver, Receiver, Receiver Manager, CIC Manager.