

# 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 subse  
on formation of the company or  
for an allotment of a new class  
shares by an unlimited compar

MONDAY



A18 16/02/2015 #64  
COMPANIES HOUSE

### 1 Company details

Company number 0 7 8 0 5 2 6 3

Company name in full ROWAN COMPANIES PLC

→ Filing 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 28 01 2015  
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
A Ordinary	USD	1100000	0.125	0.125	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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## 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.

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## 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
B Ordinary	1.00	0.00	50000	£ 50,000.00
				£
				£
				£
Totals			50000	£ 50,000.00

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## 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 USD

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				
- see attached schedule				
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			0	0.00

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## 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	125,978,807	
Total aggregate nominal value ④	GBP50,000 + USD15,741,100.875	

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.

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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	A Ordinary
Prescribed particulars ①	See attached schedule
Class of share	B Ordinary
Prescribed particulars ①	See attached schedule
Class of share	
Prescribed particulars ①	

**① Prescribed particulars of rights attached to shares**

The particulars are:

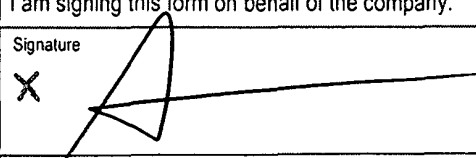
- a particulars of any voting rights, including rights that arise only in certain circumstances;
- b particulars of any rights, as respects dividends, to participate in a distribution;
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- 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	
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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**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: SXC/6349566

Company name  
Baker & McKenzie

Address 100 New Bridge Street

Post town London

County/Region

Postcode E C 4 V 6 J A

Country

DX 233 Chancery Lane

Telephone 020 7919 1000

**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.

**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.

**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)

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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Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	A ORDINARY USD 0.125	
Prescribed particulars	<p><b>Voting Rights</b></p> <p>1. Subject to the articles and the provisions described below, at a general meeting on a vote on a resolution every member holding Class A Ordinary shares (whether present in person or by proxy) has one vote for every share of which he is the holder.</p> <p>2. The provisions described below shall only have effect:</p> <p>(i) from the date of adoption of the articles until and excluding the fifth anniversary of their adoption; and</p> <p>(ii) during any subsequent periods for which its effectiveness has been extended or renewed by special resolution of the Company.</p> <p>3. At any time when there is:</p> <p>(i) in addition to the Class A Ordinary Shares, at least one further class of shares in issue (the "Additional Shares"); and</p> <p>(ii) at least one such issued Additional Share which, taking into account any restrictions imposed by CA 2006 on the exercise of rights by the holders of any such shares at the relevant time, has the right to receive notice of, attend and vote at any general meeting of the Company for the purposes of approving any special resolution of the Company to confer, vary, revoke or renew any authority for the terms of a contract for an off-market purchase by the Company of Class A Ordinary Shares pursuant to Part 18, Chapter 4 of CA 2006 (a "Class A Buyback Resolution), then the Class A Ordinary Shares shall carry no right to receive notice of, attend or vote at any general meeting of the Company for the purposes of approving a Class A Buyback Resolution.</p> <p><b>Dividend Rights</b></p> <p>All dividends will be divided and paid in proportions based on the amounts paid up on the shares during any period for which the dividend is paid, provided that no dividend (nor, for the avoidance of doubt, any dividend in specie or any scrip dividend payable in accordance with the articles of association of the Company) shall be payable in respect of any share which is for the time being held by or for the benefit of any entity which is a subsidiary or subsidiary undertaking of the Company. Sums which have been paid up in advance of calls will not count as paid up for this purpose.</p> <p style="text-align: right;">SXC/4059871.01</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	A ORDINARY USD 0.125	
Prescribed particulars	<p data-bbox="379 488 576 521"><b>Rights to Capital</b></p> <p data-bbox="379 544 1123 969">Subject to the provisions of the articles of association of the Company, on a voluntary winding up of the Company the liquidator may, on obtaining any sanction required by law, divide among the members in kind the whole or any part of the assets of the Company, whether or not the assets consist of property of one kind or of different kinds, and vest the whole or any part of the assets in trustees upon such trusts for the benefit of the members as he, with the like sanction, shall determine. For this purpose the liquidator may set the value he deems fair on a class or classes of property, and may determine on the basis of that valuation and in accordance with the then existing rights of members how the division is to be carried out between members or classes of members. The liquidator may not, however, distribute to a member without his consent an asset to which there is attached a liability or potential liability for the owner.</p> <p data-bbox="379 1025 603 1059"><b>Redemption Rights</b></p> <p data-bbox="379 1081 1070 1137">The A Ordinary Shares are not issued as redeemable and are not redeemable.</p> <p data-bbox="919 1865 1118 1888">SXC/4059872.01</p>	

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## Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	<b>B ORDINARY GBP 1.00</b>	
Prescribed particulars	<b>B ORDINARY</b>	
	<b>Voting Rights</b>	
	Subject to the articles, at a general meeting on a vote on a resolution every member holding Class B Ordinary Shares (whether present in person or by proxy) has one vote for every share of which he is the holder.	
	<b>Dividend Rights</b>	
	All dividends will be divided and paid in proportions based on the amounts paid up on the shares during any period for which the dividend is paid, provided that no dividend (nor, for the avoidance of doubt, any dividend in specie or any scrip dividend payable in accordance with the articles of association of the Company) shall be payable in respect of any share which is for the time being held by or for the benefit of any entity which is a subsidiary or subsidiary undertaking of the Company. Sums which have been paid up in advance of calls will not count as paid up for this purpose.	
	<b>Rights to Capital</b>	
	Subject to the provisions of the articles of association of the Company, on a voluntary winding up of the Company the liquidator may, on obtaining any sanction required by law, divide among the members in kind the whole or any part of the assets of the Company, whether or not the assets consist of property of one kind or of different kinds, and vest the whole or any part of the assets in trustees upon such trusts for the benefit of the members as he, with the like sanction, shall determine. For this purpose the liquidator may set the value he deems fair on a class or classes of property, and may determine on the basis of that valuation and in accordance with the then existing rights of members how the division is to be carried out between members or classes of members. The liquidator may not, however, distribute to a member without his consent an asset to which there is attached a liability or potential liability for the owner.	
	<b>Redemption Rights</b>	
	The B Ordinary Shares are not issued as redeemable and are not redcemable.	
	4059885.01/SXC	