

SH01

Return of allotment of shares

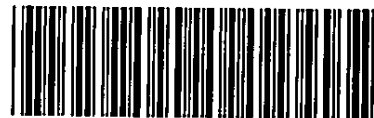


You can use the WebFiling service to file this form online.
Please go to www.companieshouse.gov.uk

☒ **What this form is for**
You may use this form to give
notice of shares allotted following
incorporation.

☐ **What this form is for**
You cannot use this
notice of shares taken
on formation of the
company for an allotment of
shares by an unlimited
company.

SATURDAY



A40 28/07/2012 #29
COMPANIES HOUSE

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1 Company details

Company number 8 0 0 8 6 2 8
Company name in full Swift Acquisitions 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 d 1 8 m 0 7 y 2 0 y 1 2
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
A1 ordinary	GBP	339999	1.00	339,999.00	0.00
A2 ordinary	GBP	660000	1.00	339,999.00	0.00
B ordinary	GBP	46160000	0.0002	9,232.00	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

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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
A1 ordinary	1.00	0.00	340000	£ 340,000.00
A2 ordinary	1.00	0.00	660000	£ 660,000.00
B ordinary	0.0002	0.00	46160000	£ 9,232.00
	0.00		0	£
Totals			47160000	£ 1,009,232.00

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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				
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				

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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.

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**.

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

Class of share

A1 ordinary

Prescribed particulars

Please see the attached continuation sheet.

Class of share

A2 ordinary

Prescribed particulars

Please see the attached continuation sheet.

Class of share

B ordinary

Prescribed particulars

Please see the attached continuation sheet.

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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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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	A1 Ordinary	
Prescribed particulars	1. Dividends	
	<p>Any distributable profits of the Company in respect of any financial year shall be applied first in paying dividends to the holders of the B Shares then in issue and then, subject to the payment in full of all dividends declared on the B Shares and consent of the Rollover Majority, in distributing such remaining distributable profits to the holders of A1 Shares and A2 Shares (in each case pro rata as between such holders as to their respective holdings of the relevant classes as if such Shares constituted a single class) as the Company sees fit.</p>	
	2. Voting	
	<p>Each holder of an A1 Share shall be entitled to receive notice of, and to attend and vote at, general meetings of the Company. On a show of hands every holder of an A1 Share who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy shall have one vote and on a poll every holder of an A1 Share so present in person or by proxy shall have one vote for each A1 Share held by him.</p>	
	3. Provisions on Realisation	
	<p>The Proceeds on a Share Sale or on a Liquidation shall be distributed in the manner and order of priority as set out below:</p>	
	<p>(a) first, in paying to the holders of B Shares the Issue Price for each B Share that they hold which is being sold pursuant to the Share Sale or participating in the Liquidation.</p>	
	<p>In the event that the Proceeds are less than the Issue Price being sold pursuant to the Share Sale or participating in the Liquidation then the full amount of the Proceeds shall be paid to the holders of the B Shares pro rata to the number of B Shares held by them which are being sold pursuant to the Share Sale or participating in the Liquidation.</p>	
	<p>After such distribution the holders of B Shares shall have no further rights to the Proceeds.</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	A1 Shares	
Prescribed particulars	(b) second, in paying to the holders of B Shares all accrued but unpaid B Dividend pursuant to the articles.	
	(c) third in paying the balance (if any) of the Proceeds (Proceeds Balance) to the holders of A1 Shares and A2 Shares (pari passu as if they constituted one class of Share) pro rata to the number of A1 Shares and A2 Shares held by them which are being sold pursuant to the Share Sale or participating in the Liquidation.	
	Any deferred consideration in respect of the Share Sale or Liquidation, when received, shall be distributed as if it had been paid at the same time as the initial consideration and taking into account the payments already made to the holders of any B Shares sold pursuant to the Share Sale or participating in the Liquidation to which the deferred consideration relates such that if the holders of A1 Shares and A2 Shares received any payment on the Share Sale then the holders of the B Shares shall have no entitlement to participate in any such deferred consideration.	
	In the event of an Asset Sale unless the holders of 75% of the A1 Shares and A2 Shares (treated as if they were one class of Share) and the holders of 75% of the B Shares agree otherwise, the holders of Shares shall as soon as reasonably practicable pass a resolution for the Winding Up of the Company.	
	Immediately prior to and conditionally upon a Listing, the Members shall enter into such reorganisation of the share capital of the Company as the holders of 75% of the A1 Shares and A2 Shares (treated as if they were one class of Share) and the holders of 75% of the B Shares may specify so that the equity percentage of the share capital held by each of the Members following such reorganisation is the same as the percentage of the proceeds on a Share Sale payable to each such Member after the reallocations specified in the articles.	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	A1 Shares	
Prescribed particulars	<p>If any Member defaults in complying with the terms of any such reorganisation then the holders of 75% of the A1 Shares and A2 Shares (treated as if they were one class of Share) and the holders of 75% of the B Shares shall authorise some person to execute on behalf of that Member any necessary transfers and/or resolutions. Such reorganisation shall take place so as to ensure that the Realisation Value is reallocated between the Members in the same proportions as the preceding provisions of the articles would provide on a Share Sale at that Realisation Value and, to the extent necessary or desirable for such purpose, the appropriate number and classes of the Shares (other than the subscriber share) are liable to be converted into deferred shares and the rights attached to the deferred shares arising as a result of the reorganisation are as follows:-</p> <ul style="list-style-type: none"> (a) the deferred shares shall not confer on the holders of them any right to receive payment of any dividend; (b) the deferred shares shall not confer on the holders of them any right to receive notice of, or to attend and vote at, any general meeting of the Company; (c) on a return of assets on a Winding Up or otherwise the deferred shares shall entitle the holders thereof only to payment of 0.1 pence for each deferred share held after the repayment of the Issue Price on each Share (excluding for these purposes deferred shares deriving from these Articles) and the payment of £100,000 on each Share (excluding for these purposes deferred shares deriving from these Articles); and (d) the Company shall have irrevocable authority at any time to appoint any person to execute on behalf of the holders of all or any of the deferred shares a transfer thereof (and/or an agreement to transfer the same) 	

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

Class of share	A1 Shares	
Prescribed particulars	<p>to such person(s) as the Company may determine as custodian thereof and/or to purchase the same itself (in accordance with the provisions of the CA 2006), in any such case for not more than 0.1 pence for each deferred share held by any Member, without further obtaining the sanction of the holder or holders thereof and pending such transfer and/or purchase to retain the certificate for the deferred shares.</p> <p>4 Redemption</p> <p>The A1 shares are not redeemable.</p>	

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

Class of share	A2 Shares
Prescribed particulars	<p>1. Dividends</p> <p>Any distributable profits of the Company in respect of any financial year shall be applied first in paying dividends to the holders of the B Shares then in issue and then, subject to the payment in full of all dividends declared on the B Shares and consent of the Rollover Majority, in distributing such remaining distributable profits to the holders of A1 Shares and A2 Shares (in each case pro rata as between such holders as to their respective holdings of the relevant classes as if such Shares constituted a single class) as the Company sees fit.</p> <p>2. Voting</p> <p>Each holder of an A2 Share shall be entitled to receive notice of, and to attend and vote at, general meetings of the Company. On a show of hands every holder of an A2 Share who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy shall have one vote and on a poll every holder of an A2 Share so present in person or by proxy shall have one vote for each A2 Share held by him.</p> <p>3. Provisions on Realisation</p> <p>The Proceeds on a Share Sale or on a Liquidation shall be distributed in the manner and order of priority as set out below:</p> <p>(a) first, in paying to the holders of B Shares the Issue Price for each B Share that they hold which is being sold pursuant to the Share Sale or participating in the Liquidation.</p> <p>In the event that the Proceeds are less than the Issue Price being sold pursuant to the Share Sale or participating in the</p>

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	A2 Shares	
Prescribed particulars	<p>Liquidation then the full amount of the Proceeds shall be paid to the holders of the B Shares pro rata to the number of B Shares held by them which are being sold pursuant to the Share Sale or participating in the Liquidation.</p> <p>After such distribution the holders of B Shares shall have no further rights to the Proceeds.</p> <p>(b) second, in paying to the holders of B Shares all accrued but unpaid B Dividend pursuant to the articles.</p> <p>(c) third in paying the balance (if any) of the Proceeds (Proceeds Balance) to the holders of A1 Shares and A2 Shares (pari passu as if they constituted one class of Share) pro rata to the number of A1 Shares and A2 Shares held by them which are being sold pursuant to the Share Sale or participating in the Liquidation.</p> <p>Any deferred consideration in respect of the Share Sale or Liquidation, when received, shall be distributed as if it had been paid at the same time as the initial consideration and taking into account the payments already made to the holders of any B Shares sold pursuant to the Share Sale or participating in the Liquidation to which the deferred consideration relates such that if the holders of A1 Shares and A2 Shares received any payment on the Share Sale then the holders of the B Shares shall have no entitlement to participate in any such deferred consideration.</p> <p>In the event of an Asset Sale unless the holders of 75% of the A1 Shares and A2 Shares (treated as if they were one class of Share) and the holders of 75% of the B Shares agree otherwise, the holders of Shares shall as soon as reasonably practicable pass a resolution for the Winding Up of the Company.</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	A2 Shares	
Prescribed particulars	<p>Immediately prior to and conditionally upon a Listing, the Members shall enter into such reorganisation of the share capital of the Company as the holders of 75% of the A1 Shares and A2 Shares (treated as if they were one class of Share) and the holders of 75% of the B Shares may specify so that the equity percentage of the share capital held by each of the Members following such reorganisation is the same as the percentage of the proceeds on a Share Sale payable to each such Member after the reallocations specified in the articles. If any Member defaults in complying with the terms of any such reorganisation then the holders of 75% of the A1 Shares and A2 Shares (treated as if they were one class of Share) and the holders of 75% of the B Shares shall authorise some person to execute on behalf of that Member any necessary transfers and/or resolutions. Such reorganisation shall take place so as to ensure that the Realisation Value is reallocated between the Members in the same proportions as the preceding provisions of the articles would provide on a Share Sale at that Realisation Value and, to the extent necessary or desirable for such purpose, the appropriate number and classes of the Shares (other than the subscriber share) are liable to be converted into deferred shares and the rights attached to the deferred shares arising as a result of the reorganisation are as follows:-</p> <ul style="list-style-type: none"> (a) the deferred shares shall not confer on the holders of them any right to receive payment of any dividend; (b) the deferred shares shall not confer on the holders of them any right to receive notice of, or to attend and vote at, any general meeting of the Company; (c) on a return of assets on a Winding Up or otherwise the deferred shares shall entitle the holders thereof only to payment of 0.1 pence for each deferred share held after the repayment of the Issue Price on each Share (excluding for these purposes deferred shares 	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	B Shares	
Prescribed particulars	<p>If any Member defaults in complying with the terms of any such reorganisation then the holders of 75% of the A1 Shares and A2 Shares (treated as if they were one class of Share) and the holders of 75% of the B Shares shall authorise some person to execute on behalf of that Member any necessary transfers and/or resolutions. Such reorganisation shall take place so as to ensure that the Realisation Value is reallocated between the Members in the same proportions as the preceding provisions of the articles would provide on a Share Sale at that Realisation Value and, to the extent necessary or desirable for such purpose, the appropriate number and classes of the Shares (other than the subscriber share) are liable to be converted into deferred shares and the rights attached to the deferred shares arising as a result of the reorganisation are as follows:-</p> <ul style="list-style-type: none"> (a) the deferred shares shall not confer on the holders of them any right to receive payment of any dividend; (b) the deferred shares shall not confer on the holders of them any right to receive notice of, or to attend and vote at, any general meeting of the Company; (c) on a return of assets on a Winding Up or otherwise the deferred shares shall entitle the holders thereof only to payment of 0.1 pence for each deferred share held after the repayment of the Issue Price on each Share (excluding for these purposes deferred shares deriving from these Articles) and the payment of £100,000 on each Share (excluding for these purposes deferred shares deriving from these Articles); and (d) the Company shall have irrevocable authority at any time to appoint any person to execute on behalf of the holders of all or any of the deferred shares a transfer thereof (and/or an agreement to transfer the same) to such person(s) as the Company may 	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	B Shares	
Prescribed particulars	<p>as custodian thereof and/or to purchase the same itself (in accordance with the provisions of the CA 2006), in any such case for not more than 0.1 pence for each deferred share held by any Member, without further obtaining the sanction of the holder or holders thereof and pending such transfer and/or purchase to retain the certificate for the deferred shares.</p>	
	4	<p>Redemption</p> <p>The B Shares are not redeemable.</p>

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	A2 Shares	
Prescribed particulars	<p>deriving from these Articles) and the payment of £100,000 on each Share (excluding for these purposes deferred shares deriving from these Articles); and</p> <p>(d) the Company shall have irrevocable authority at any time to appoint any person to execute on behalf of the holders of all or any of the deferred shares a transfer thereof (and/or an agreement to transfer the same) to such person(s) as the Company may determine as custodian thereof and/or to purchase the same itself (in accordance with the provisions of the CA 2006), in any such case for not more than 0.1 pence for each deferred share held by any Member, without further obtaining the sanction of the holder or holders thereof and pending such transfer and/or purchase to retain the certificate for the deferred shares.</p> <p>4 Redemption</p> <p>The A2 shares are not redeemable.</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	B Shares	
Prescribed particulars	1. Dividends	
	<p>Any distributable profits of the Company in respect of any financial year shall be applied first in paying dividends to the holders of the B Shares then in issue and then, subject to the payment in full of all dividends declared on the B Shares and consent of the Rollover Majority, in distributing such remaining distributable profits to the holders of A1 Shares and A2 Shares (in each case pro rata as between such holders as to their respective holdings of the relevant classes as if such Shares constituted a single class) as the Company sees fit.</p>	
	2. Voting	
	<p>The B Shares shall not entitle their holders to receive notice or to exercise voting rights.</p>	
	3. Provisions on Realisation	
	<p>The Proceeds on a Share Sale or on a Liquidation shall be distributed in the manner and order of priority as set out below:</p>	
	<p>(a) first, in paying to the holders of B Shares the Issue Price for each B Share that they hold which is being sold pursuant to the Share Sale or participating in the Liquidation.</p>	
	<p>In the event that the Proceeds are less than the Issue Price being sold pursuant to the Share Sale or participating in the Liquidation then the full amount of the Proceeds shall be paid to the holders of the B Shares pro rata to the number of B Shares held by them which are being sold pursuant to the Share Sale or participating in the Liquidation.</p>	
	<p>After such distribution the holders of B Shares shall have no further rights to the Proceeds.</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	B Shares	
Prescribed particulars	<p>(b) second, in paying to the holders of B Shares all accrued but unpaid B Dividend pursuant to the articles.</p> <p>(c) third in paying the balance (if any) of the Proceeds (Proceeds Balance) to the holders of A1 Shares and A2 Shares (pari passu as if they constituted one class of Share) pro rata to the number of A1 Shares and A2 Shares held by them which are being sold pursuant to the Share Sale or participating in the Liquidation.</p> <p>Any deferred consideration in respect of the Share Sale or Liquidation, when received, shall be distributed as if it had been paid at the same time as the initial consideration and taking into account the payments already made to the holders of any B Shares sold pursuant to the Share Sale or participating in the Liquidation to which the deferred consideration relates such that if the holders of A1 Shares and A2 Shares received any payment on the Share Sale then the holders of the B Shares shall have no entitlement to participate in any such deferred consideration.</p> <p>In the event of an Asset Sale unless the holders of 75% of the A1 Shares and A2 Shares (treated as if they were one class of Share) and the holders of 75% of the B Shares agree otherwise, the holders of Shares shall as soon as reasonably practicable pass a resolution for the Winding Up of the Company.</p> <p>Immediately prior to and conditionally upon a Listing, the Members shall enter into such reorganisation of the share capital of the Company as the holders of 75% of the A1 Shares and A2 Shares (treated as if they were one class of Share) and the holders of 75% of the B Shares may specify so that the equity percentage of the share capital held by each of the Members following such reorganisation is the same as the percentage of the proceeds on a Share Sale payable to each such Member after the reallocations specified in the articles.</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 **Syeeda Siddiqui**Company name **Addleshaw Goddard LLP**Address **100 Barbirolli Square**Post town **Manchester**

County/Region

Postcode **M 2 3 A B**Country **UK**DX **14301 Manchester**Telephone **0161 934 6000****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