

SH01

Return of allotment of shares

BLUEPRINT

2000

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 tak
on formation of the
for an allotment of
shares by an unlimi

TUESDAY



LD2 *L28TG3NS* #90
21/05/2013
COMPANIES HOUSE

ase
uk

1 Company details

Company number 0 8 4 6 2 1 7 5

Company name in full D&D TOPCO LIMITED

→ 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

From Date d 1 d 8 m 0 m 4 y 2 y 0 y 1 y 3
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

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
See attached					

If the allotted shares are fully or partly paid up otherwise than in cash, please
state the consideration for which the shares were allotted

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
A1 Ordinary	0 002	0 00	8,949,636	£ 17,899 27
A2 Ordinary	0 002	0 00	11,050,364	£ 22,100 73
B Ordinary	0 01	0 00	2,028,985	£ 20,289 85
C Ordinary	0 01	0 00	6,245,525	£ 62,455 25
Totals			28,274,510	£ 122,745 10

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
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				

6 Statement of capital (Totals)

Please give the total number of shares and total aggregate nominal value of issued share capital		③ Total aggregate nominal value Please list total aggregate values in different currencies separately. For example £100 + €100 + \$10 etc
Total number of shares	28,274,510	
Total aggregate nominal value ③	122,745 10	

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

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	A1 Ordinary
----------------	-------------

Prescribed particulars ①	See attachment
-----------------------------	----------------

Class of share	A2 Ordinary
----------------	-------------

Prescribed particulars ①	See attachment
-----------------------------	----------------

Class of share	B Ordinary
----------------	------------

Prescribed particulars ①	See attachment
-----------------------------	----------------

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	<div style="display: flex; align-items: center; justify-content: space-between;"> <div>Signature</div> <div style="text-align: center;">  </div> <div>X</div> </div>
-----------	---

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

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 Michael Vanaselja

Company name Linklaters LLP

Address One Silk Street

London

Post town

County/Region

Postcode E C 2 Y 8 H Q

Country

DX

Telephone 020 7456 5992



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

Shares allotted

② Currency
If currency details are not completed we will assume currency is in pound sterling

CHFP010 (FF)
03/11 Version 5.0

SH01 - continuation page

Return of allotment of shares

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

Class of share	£0 002 A1 Ordinary	
Prescribed particulars	<p>Each of the A1 Ordinary Shares shall entitle each holder thereof to one vote per A1 Ordinary Share in respect of which he is the registered owner save that, for so long as a LDC Entity is the legal and/or beneficial owner of A1 Ordinary Shares, A1 Ordinary Shares so held by LDC Entities shall not together confer more than 49.9% of the total voting rights of all Shares at any time (subject always to the Articles).</p> <p>In the event that certain triggers referred to in the Articles occur and to the extent that such rights do not expire in accordance with the Articles, each holder of A1 Ordinary Shares may be entitled, in that capacity, to exercise on a poll vote at a general meeting, or on a vote on a written resolution such number of votes for every A1 Ordinary Share of which it is the holder as shall confer upon the A1 Ordinary Shares as a class ninety five per cent (95%) of the total voting rights of all Shares at the relevant time</p> <p>As regards rights to distributions, each A1 Ordinary Share has attached to it rights to dividends and to participate in a capital distribution (including on winding up). Pursuant to the ratchet mechanism set out in Article 3.7 of the Articles, the holders of A1 Ordinary Shares may be entitled (in that capacity) to an additional amount that would otherwise be secured by the holders of C Ordinary Shares (in his capacity).</p> <p>They do not confer any right of redemption.</p>	

SH01 - continuation page

Return of allotment of shares

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

Class of share	£0.002 A2 Ordinary	
Prescribed particulars	<p>Each of the A2 Ordinary Shares shall entitle each holder thereof to one vote per A2 Ordinary Share in respect of which he is the registered owner save that, for so long as LDC (Managers) Limited, LDC II LP, LDC Parallel II LP, LDC (Nominees) Limited, LDC Parallel (Nominees) Limited or any holding company or subsidiary of LDC or any subsidiary of any such holding company is the legal or beneficial owner of A2 Ordinary Shares, A2 Ordinary Shares so held shall confer no right to vote (subject always to the Articles).</p> <p>In the event that certain triggers referred to in the Articles occur and to the extent that such rights do not expire in accordance with the Articles, each holder of A2 Ordinary Shares may be entitled, in that capacity, to exercise on a poll vote at a general meeting, or on a vote on a written resolution such number of votes for ever A2 Ordinary Share of which it is the holder as shall confer upon the A2 Ordinary Shares as a class ninety five per cent (95%) of the total voting rights of all shares at the relevant time</p> <p>As regards rights to distributions, each A2 Ordinary Share has attached to it rights to dividends and to participate in a capital distribution (including on winding up). Pursuant to the ratchet mechanism set out in article 3.7 of the Articles, the holders of A2 Ordinary Shares may be entitled (in that capacity) to an additional amount that would otherwise be secured by the holders of C Ordinary Shares (in his capacity).</p> <p>They do not confer any right of redemption</p>	

SH01 - continuation page
Return of allotment of shares

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

Class of share	£0 01 B Ordinary	
Prescribed particulars	<p>As regards rights to distributions, each B Ordinary Share has attached to it rights to dividends and to participate in a capital distribution (including on winding up). The amount received or to be received by the holders of B Ordinary Shares shall not be affected by the ratchet provisions contained in article 3 7 of the Articles.</p> <p>Each of the B Ordinary Shares shall entitle each holder thereof to one vote per B Ordinary Share in respect of which he is the registered owner. They do not confer any right of redemption</p>	

SH01 - continuation page

Return of allotment of shares

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

Class of share	£0.01 C Ordinary	
Prescribed particulars	<p>Each of the C Ordinary Shares shall entitle each holder thereof to one vote per C Ordinary Share in respect of which he is the registered owner. As regards rights to distributions, each C Ordinary Share has attached to it rights to dividends and to participate in a capital distribution (including on winding up); save that the ratchet provisions contained in article 3.7 of the Articles may apply in certain circumstances requiring certain of the C ordinary Shares to be converted to Deferred Shares. They do not confer any right of redemption.</p>	