

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

THURSDAY



A24 \*A2IPWGV4\* #77  
10/10/2013  
COMPANIES HOUSE

### 1 Company details

Company number 0 8 6 5 0 9 0 5

Company name in full BOCA U K. HOLDING 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 ①

From Date d 3 d 0 m 0 m 9 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  
(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
ORDINARY	GBP	63513127	1.00	1.00	0.00
ORDINARY	GBP	19469616	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)

63,513,127 ordinary shares of £1 nominal value each allotted in  
consideration for the entire issued share capital of Miller Heiman Pty  
Limited (being 100 shares of AU\$1 each), the entire issued share capital  
of Miller Heiman Europe GmbH (being 25,000 shares of EUR 1 each) and the  
assets and business of the UK Establishment of Miller Heiman, Inc  
(BR002717)



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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
ORDINARY	1.00		82982744	£82,982,744.00
				£
				£
				£
<b>Totals</b>			82982744	£82,982,744.00

**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

③ E.g. Number of shares issued multiplied by nominal value of each share

② Total number of issued shares in this class

**Continuation Pages**  
Please use a Statement of Capital continuation page if necessary

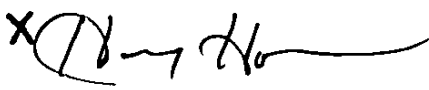


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**7** Statement of capital (Prescribed particulars of rights attached to shares)


Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in <b>Section 4</b> and <b>Section 5</b>		<p><b>1 Prescribed particulars of rights attached to shares</b></p> <p>The particulars are</p> <ul style="list-style-type: none"> <li>a particulars of any voting rights, including rights that arise only in certain circumstances,</li> <li>b particulars of any rights, as respects dividends, to participate in a distribution,</li> <li>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</li> <li>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</li> </ul> <p>A separate table must be used for each class of share</p> <p><b>Continuation page</b> Please use a Statement of Capital continuation page if necessary</p>
Class of share	ORDINARY SHARES	
Prescribed particulars <b>1</b>	THE SHARES HAVE ATTACHED TO THEM FULL VOTING, DIVIDEND AND CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP) RIGHTS. THEY DO NOT CONFER ANY RIGHT OF REDEMPTION.	
Class of share		
Prescribed particulars <b>1</b>		
Class of share		
Prescribed particulars <b>1</b>		


**8** Signature



I am signing this form on behalf of the company		<p><b>2 Societas Europaea</b> 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</p> <p><b>3 Person authorised</b> Under either section 270 or 274 of the Companies Act 2006</p>
Signature	<p>Signature</p>  <p>This form may be signed by Director <b>2</b>, Secretary, Person authorised <b>3</b>, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager</p>	



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 <b>Presenter information</b>	
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	ANDREW SCOTT
Company name	WEIL, GOTSHAL & MANGES
Address	110 FETTER LANE
Post town	LONDON
County/Region	
Postcode	E C 4 A 1 A Y
Country	UNITED KINGDOM
DX	
Telephone	0207 903 1000

 <b>Checklist</b>
We may return the forms completed incorrectly or with information missing.
<b>Please make sure you have remembered the following:</b>
<input type="checkbox"/> The company name and number match the information held on the public Register
<input type="checkbox"/> You have shown the date(s) of allotment in section 2
<input type="checkbox"/> You have completed all appropriate share details in section 3
<input type="checkbox"/> You have completed the appropriate sections of the Statement of Capital
<input type="checkbox"/> You have signed the form

 <b>Important information</b>
Please note that all information on this form will appear on the public record.
 <b>Where to send</b>
You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:
<b>For companies registered in England and Wales:</b> The Registrar of Companies, Companies House, Crown Way, Cardiff, Wales, CF14 3UZ DX 33050 Cardiff
<b>For companies registered in Scotland:</b> 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)
<b>For companies registered in Northern Ireland:</b> 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

 <b>Further information</b>
For further information please see the guidance notes on the website at <a href="http://www.companieshouse.gov.uk">www.companieshouse.gov.uk</a> or email <a href="mailto:enquiries@companieshouse.gov.uk">enquiries@companieshouse.gov.uk</a>
This form is available in an alternative format. Please visit the forms page on the website at <a href="http://www.companieshouse.gov.uk">www.companieshouse.gov.uk</a>