

# RP04

Second filing of a document previously delivered



Companies House

**✓ What this form is for**  
You can only use this form to file a second filing of a document delivered under the Companies Act 2006 on or after 1 October 2009 that held inaccuracies

A second filing of a document must only be filed where it is providing corrected information that has been properly delivered but inaccuracies still appear on the register

**✗ What this form is NOT for**  
You cannot use this form to file a second filing of a document delivered under the Companies Act 1985 regardless of when it was delivered

A second filing of a document cannot be filed where it is correcting information that was originally not properly delivered. Form RP01 must be used in these circumstances

FRIDAY



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LD2

17/10/2014

#98

COMPANIES HOUSE

## 1 Company details

Company number 09090198

Company name in full SEBCO 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 Description of the original document

Document type ① Return of allotment of shares - SH01 in relation to A Ordinary, B Ordinary, C Ordinary and Preference Shares allotted on 30 July 2014

Date of registration of the original document 21/08/2014

### ① Description of the original document

Please enter the document type (e.g. a Return of allotment of shares—SH01) and any distinguishing information if more than one document of that type was filed on the same day

## 3 Applicable documents

This form only applies to the following forms

- AP01 Appointment of director
- AP02 Appointment of corporate director
- AP03 Appointment of secretary
- AP04 Appointment of corporate secretary
- CH01 Change of director's details
- CH02 Change of corporate director's details
- CH03 Change of secretary's details
- CH04 Change of corporate secretary's details
- TM01 Termination of appointment of director
- TM02 Termination of appointment of secretary
- SH01 Return of allotment of shares
- AR01 Annual Return

## 4 Section 243 Exemption②

If you are applying for, or have been granted, exemption under section 243 of the Companies Act 2006 and the document(s) you are updating contain(s) your usual residential address, please post this form along with the updated document(s) to the address below:

The Registrar of Companies, PO BOX 4082, Cardiff, CF14 3WE

② If you are currently in the process of applying for or have been granted a Section 243 exemption, you may wish to check that you have not entered your usual residential address as the service address in the accompanying form (e.g. AP01 or CH01)

CHFP000

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RP04

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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 Edward Miles

Company name Shearman & Sterling (London) LLP

Address Broadgate Quarter

9 Appold Street

Post town London

County/Region

Postcode E C 2 A 2 A P

Country United Kingdom

DX

Telephone +44 207 655 5666



### Checklist

We may return 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 can only use this form to file a second filing of a document delivered to the Registrar of Companies under the Companies Act 2006 on or after 1 October 2009 that held inaccuracies
- ☐ If you are updating a document where you have previously paid a fee, do not send a fee along with this form
- ☐ You have enclosed the second filed document(s)
- ☐ If the company to which this document relates has signed up to the PROOF (PROtected Online Filing) scheme, you must also deliver with this form, and the second filed document(s), a PR03 form 'Consent for paper filing'



### 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

### Section 243 exemption

If you are applying for or have been granted a section 243 exemption, please post this whole form to the different postal address below  
The Registrar of Companies, PO Box 4082,  
Cardiff, CF14 3WE



### 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)

# SH01

## Return of allotment of shares



Companies House

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 o  
shares by an unlimited company

LD2

\*L3IOTCLC\*  
17/10/2014

#97

COMPANIES HOUSE

### 1 Company details

Company number 09090198

Company name in full SEBCO TOPCO 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

From Date d 3 d 0 m 0 m 7 y 2 y 0 y 1 y 4  
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
A ORDINARY	£	100	£0 01	£0 01	NIL
A ORDINARY	£	312,992	£0 01	£1 000316	NIL
SEE CONTINUATION PAGE					

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)

## 3

Please give details of the shares allotted, including bonus shares.

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

[illegible]

## 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

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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
A ORDINARY	£0.01	NIL	100	£ 1.00
A ORDINARY	£1.000316	NIL	312,992	£ 3,129.92
A ORDINARY	£1.00	NIL	66,908	£ 669.08
SEE CONTINUATION PAGE				£
Totals				£

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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 ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Totals				

Currency				
Class of shares (E g Ordinary/Preference etc )	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
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

Total number of shares

Total aggregate  
nominal value ④

④ Total aggregate nominal value  
Please list total aggregate values in  
different currencies separately. For  
example: £100 + €100 + \$10 etc.

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

Please complete the table below to show any class of shares held in other currencies. Please complete a separate table for each currency.

POUND STERLING (£)

- ① Including both the nominal value and any share premium
- ② Total number of issued shares in this class.
- ③ E.g. Number of shares issued multiplied by nominal value of each share.

## 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		<p><b>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	A ORDINARY	
Prescribed particulars ①	PLEASE SEE CONTINUATION PAGE	
Class of share	C ORDINARY	
Prescribed particulars ①	PLEASE SEE CONTINUATION PAGE	
Class of share	PREFERENCE	
Prescribed particulars ①	PLEASE SEE CONTINUATION PAGE	

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## Signature

I am signing this form on behalf of the company		<p><b>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>Person authorised</b> Under either section 270 or 274 of the Companies Act 2006</p>
Signature	<p>Signature</p> <p>X <i>Sarah Puesthen</i> X</p> <p>FOR AND ON BEHALF OF SHEARMAN &amp; STERLING (LONDON) LLP</p> <p>This form may be signed by Director ② Secretary, Person authorised ②, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager</p>	

# SH01 - continuation page

## Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	A ORDINARY	
Prescribed particulars	VOTING RIGHTS	
	<p>Each holder of A Ordinary Shares shall have the right to receive notice of, and attend, any general meeting of Sebco Topco Limited (the "Company") Each holder of A Ordinary Shares and C Ordinary Shares who is an individual (present in person or by proxy) or a corporate entity (present by a duly authorised representative or by proxy) has, whether on a show of hands or on a poll (a) one vote for each A Ordinary Share of which that person is the holder, and (b) to the extent such person holds one or more C Ordinary Shares, such further votes in respect of such one or more C Ordinary Shares (together with any voting rights such holder has pursuant to the holding of any other share in the capital of the Company (the "Shares")) as are required to entitle that person to exercise five per cent in aggregate of the total votes at a general meeting of the Company</p>	
	<p>If the board of directors of the Company proposes (with Investor Consent (as defined in the articles of association of the Company (the "Articles") or upon an Investor Direction (as defined in the Articles)) an Emergency Share Issue (as defined in the Articles), the Shareholders (i.e. the holders of any shares in the capital of the Company) shall (and irrevocably appoint and authorise the Company to execute, complete and deliver as agent any documentation necessary to) (a) consent to any board or shareholder meeting of a Group member (as defined in the Articles) being held on short notice to implement it, and (b) vote in favour of all resolutions as a shareholder and (subject to his fiduciary duties) as a director of the relevant Group member, which are proposed by the board of directors of the Company to implement the Emergency Share Issue (including the dis-application of pre-emption rights)</p>	
	DIVIDEND RIGHTS	
	<p>Subject to the board of directors of the Company recommending (with Investor Consent) payment of the same, holders of A Ordinary Shares, B Ordinary Shares and C Ordinary Shares shall have the right to receive any distribution which the Company may determine to distribute <i>pari passu</i> with the holders of all A Ordinary Shares, B Ordinary Shares and C Ordinary Shares, such that that distribution shall be paid <i>pro rata</i> to the relevant holder's holding of A Ordinary Shares, B Ordinary Shares and C Ordinary Shares as if the A Ordinary Shares, B Ordinary Shares and C Ordinary Shares constituted one class of share</p>	
	PLEASE SEE CONTINUATION PAGE	



SH01 - continuation page  
Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	A ORDINARY	
Prescribed particulars	<p><b>RETURN OF CAPITAL RIGHTS</b></p> <p>On a winding-up, liquidation or other return of a capital (except on a redemption or purchase by the Company of any Shares), the surplus assets of the Company available for distribution amongst the holders of Shares after the payment of its liabilities shall be applied in the following order of priority (a) first, in paying to each holder of Preference Shares the Preference Subscription Amount (as defined in the Articles) and the Preferred Amount (as defined in the Articles) for each Preference Share, in respect of which each such Preference Share shall rank <i>pari passu</i>, such that the distribution shall be paid <i>pro rata</i> to the relevant holder's holding of Preference Shares until such point the Preference Subscription Amount and the Preferred Amount have been paid, (b) second, in paying to each holder of A Ordinary Shares, B Ordinary Shares and C Ordinary Shares the Cost per Security (as defined in the Articles) of each A Ordinary Share, B Ordinary Share and C Ordinary Share, in respect of which each such A Ordinary Share, B Ordinary Share and C Ordinary Share shall rank <i>pari passu</i> (as if the A Ordinary Shares, B Ordinary Shares and C Ordinary Shares constituted one class of share), such that the distribution shall be paid <i>pro rata</i> to the relevant holder's holding of A Ordinary Shares, B Ordinary Shares and C Ordinary Shares until such point, in respect of any Share, the Cost per Security has been paid, and (c) the balance of such assets, if any, shall be distributed to the holders of the A Ordinary Shares, B Ordinary Shares and C Ordinary Shares, in respect of which each such A Ordinary Share, B Ordinary Share and C Ordinary Share shall rank <i>pari passu</i> (as if the A Ordinary Shares, B Ordinary Shares and C Ordinary Shares constituted one class of share), such that the distribution shall be paid <i>pro rata</i> to the relevant holder's holding of A Ordinary Shares, B Ordinary Shares and C Ordinary Shares</p>	

# SH01 - continuation page

## Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	C ORDINARY	
Prescribed particulars	<p><b>VOTING RIGHTS</b></p> <p>Each holder of C Ordinary Shares shall have the right to receive notice of, and attend, any general meeting of the Company. Each holder of A Ordinary Shares and C Ordinary Shares who is an individual (present in person or by proxy) or a corporate entity (present by a duly authorised representative or by proxy) has, whether on a show of hands or on a poll: (a) one vote for each A Ordinary Share of which that person is the holder, and (b) to the extent such person holds one or more C Ordinary Shares, such further votes in respect of such one or more C Ordinary Shares (together with any voting rights such holder has pursuant to the holding of any other share in the capital of the Company (the "Shares")) as are required to entitle that person to exercise five per cent in aggregate of the total votes at a general meeting of the Company.</p> <p>If the board of directors of the Company proposes (with Investor Consent (as defined in the articles of association of the Company (the "Articles")) or upon an Investor Direction (as defined in the Articles)) an Emergency Share Issue (as defined in the Articles), the Shareholders (i.e. the holders of any shares in the capital of the Company) shall (and irrevocably appoint and authorise the Company to execute, complete and deliver as agent any documentation necessary to): (a) consent to any board or shareholder meeting of a Group member (as defined in the Articles) being held on short notice to implement it, and (b) vote in favour of all resolutions as a shareholder and (subject to his fiduciary duties) as a director of the relevant Group member, which are proposed by the board of directors of the Company to implement the Emergency Share Issue (including the dis-application of pre-emption rights).</p> <p><b>DIVIDEND RIGHTS</b></p> <p>Subject to the board of directors of the Company recommending (with Investor Consent) payment of the same, holders of A Ordinary Shares, B Ordinary Shares and C Ordinary Shares shall have the right to receive any distribution which the Company may determine to distribute pari passu with the holders of all A Ordinary Shares, B Ordinary Shares and C Ordinary Shares, such that that distribution shall be paid pro rata to the relevant holder's holding of A Ordinary Shares, B Ordinary Shares and C Ordinary Shares as if the A Ordinary Shares, B Ordinary Shares and C Ordinary Shares constituted one class of share.</p> <p>PLEASE SEE CONTINUATION PAGE</p>	

# SH01 - continuation page

## Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	C ORDINARY	
Prescribed particulars	<p><b>RETURN OF CAPITAL RIGHTS</b></p> <p>On a winding-up, liquidation or other return of a capital (except on a redemption or purchase by the Company of any shares in the capital of the Company (i.e. the "Shares")), the surplus assets of the Company available for distribution amongst the holders of Shares after the payment of its liabilities shall be applied in the following order of priority (a) first, in paying to each holder of Preference Shares the Preference Subscription Amount (as defined in the Articles) and the Preferred Amount (as defined in the Articles) for each Preference Share, in respect of which each such Preference Share shall rank <i>pari passu</i>, such that the distribution shall be paid <i>pro rata</i> to the relevant holder's holding of Preference Shares until such point that the Preference Subscription Amount and the Preferred Amount have been paid, (b) second, in paying to each holder of A Ordinary Shares, B Ordinary Shares and C Ordinary Shares the Cost per Security (as defined in the Articles) of each A Ordinary Share, B Ordinary Share and C Ordinary Share, in respect of which each such A Ordinary Share, B Ordinary Share and C Ordinary Share shall rank <i>pari passu</i> (as if the A Ordinary Shares, B Ordinary Shares and C Ordinary Shares constituted one class of share), such that the distribution shall be paid <i>pro rata</i> to the relevant holder's holding of A Ordinary Shares, B Ordinary Shares and C Ordinary Shares until such point, in respect of any Share, the Cost per Security has been paid, and (c) the balance of such assets, if any, shall be distributed to the holders of the A Ordinary Shares, B Ordinary Shares and C Ordinary Shares, in respect of which each such A Ordinary Share, B Ordinary Share and C Ordinary Share shall rank <i>pari passu</i> (as if the A Ordinary Shares, B Ordinary Shares and C Ordinary Shares constituted one class of share), such that the distribution shall be paid <i>pro rata</i> to the relevant holder's holding of A Ordinary Shares, B Ordinary Shares and C Ordinary Shares</p>	

# SH01 - continuation page

## Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	PREFERENCE	
Prescribed particulars	<p><b>VOTING RIGHTS</b> Each holder of Preference Shares shall not be entitled to any votes in respect thereof</p> <p>If the board of directors of Sebco Topco Limited (the "Company") proposes (with Investor Consent (as defined in the articles of association of the Company (the "Articles") or upon an Investor Direction (as defined in the Articles)) an Emergency Share Issue (as defined in the Articles), the Shareholders (i.e. the holders of any shares in the capital of the Company) shall (and irrevocably appoint and authorise the Company to execute, complete and deliver as agent any documentation necessary to) (a) consent to any board or shareholder meeting of a Group member (as defined in the Articles) being held on short notice to implement it, and (b) vote in favour of all resolutions as a shareholder and (subject to his fiduciary duties) as a director of the relevant Group member, which are proposed by the board of directors of the Company to implement the Emergency Share Issue (including the dis-application of pre-emption rights)</p> <p><b>DIVIDEND RIGHTS</b> The Preference Shares shall have no right to receive any distribution which the Company may determine to distribute unless otherwise determined by the board of directors of the Company (with Investor Consent)</p> <p><b>RETURN OF CAPITAL RIGHTS</b> On a winding-up, liquidation or other return of a capital (except on a redemption or purchase by the Company of any shares in the capital of the Company (i.e. the "Shares")), the surplus assets of the Company available for distribution amongst the holders of Shares after the payment of its liabilities shall be applied first in paying each holder of Preference Shares the Preference Subscription Amount (as defined in the Articles) and the Preferred Amount (as defined in the Articles) for each Preference Share, in respect of which each such Preference Share shall rank <i>pari passu</i>, such that the distribution shall be paid <i>pro rata</i> to the relevant holder's holding of Preference Shares until such point that the Preference Subscription Amount and the Preferred Amount have been paid</p>	

## 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	Edward Miles									
Company name	Shearman & Sterling (London) LLP									
Address	Broadgate Quarter									
	9 Appold Street									
Post town	London									
County/Region										
Postcode		E	C	2	A		2	A	P	
Country	United Kingdom									
DX										
Telephone	+44 20 7655 5666									

**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**

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**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](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk)

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