

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

☒ **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

FRIDAY



L310TC00

LD2

17/10/2014

#109

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 ¹

From Date d 1 d 4 m 1 m 0 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
B ORDINARY	£	84,200	£0 01	£0 01	NIL

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

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
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				£

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

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

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

③ Total number of issued shares in this class

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

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

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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**

Class of share	A ORDINARY
Prescribed particulars ①	PLEASE SEE CONTINUATION PAGE
Class of share	B ORDINARY
Prescribed particulars ①	PLEASE SEE CONTINUATION PAGE
Class of share	C ORDINARY
Prescribed particulars ①	PLEASE SEE CONTINUATION PAGE

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

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Signature

I am signing this form on behalf of the company

Signature	<p>Signature</p> <p>X <i>Sarah P. Estey</i> X</p> <p><u>FOR AND ON BEHALF OF SHEARMAN & STEERNS (LONDON) LLP</u></p> <p>This form may be signed by Director ②, Secretary, Person authorised ③, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager</p>
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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

CHFP000

03/11 Version 5 0

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	A ORDINARY	
Prescribed particulars	<p>VOTING RIGHTS</p> <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> <p>DIVIDEND RIGHTS</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 <i>par 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> <p>PLEASE SEE CONTINUATION PAGE</p>	

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

Class of share	A ORDINARY	
Prescribed particulars	<p>RETURN OF CAPITAL RIGHTS</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>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	B ORDINARY	
Prescribed particulars	<p>VOTING RIGHTS Each holder of B Ordinary Shares shall not be entitled to any votes in respect thereof</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>DIVIDEND RIGHTS 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 the 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>	

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Class of share	B ORDINARY	
Prescribed particulars	<p>RETURN OF CAPITAL RIGHTS</p> <p>On a winding-up, liquidation or other return of 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> <p>REDEMPTION OR REPURCHASE</p> <p>The holder of one or more B Ordinary Shares (who is not a Leaver (as defined in the Articles)) may, by written request, require the Company to either redeem, repurchase or procure the acquisition, at any time within 15 Business Days (as defined in the Articles) of the written request, all of the B Ordinary Shares held by such person (including all B Ordinary Shares held by such person's Permitted Transferees (as defined in the Articles), if any) for the aggregate price of £2,350</p>	

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

Class of share	C ORDINARY	
Prescribed particulars	<p>VOTING RIGHTS</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>DIVIDEND RIGHTS</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 <i>par 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> <p>PLEASE SEE CONTINUATION PAGE</p>	

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Class of share	C ORDINARY	
Prescribed particulars	<p>RETURN OF CAPITAL RIGHTS</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>	

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

Class of share	PREFERENCE	
Prescribed particulars	<p>VOTING RIGHTS 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>DIVIDEND RIGHTS 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>RETURN OF CAPITAL RIGHTS 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 pro rata 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>	

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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 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**

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