

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 NOT for**
You cannot use this form to give
notice of shares taken by sub-
sidiary on formation of the company
for an allotment of a new class of
shares by an unlimited company



A13 *A45WY708* 23/04/2015 #384
COMPANIES HOUSE

1 Company details

Company number 09341508

Company name in full NEWCO FLAMINGO 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 01/04/2015
To Date 04/04/2015

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
See continuation sheet					

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]

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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
See continuation sheet				£
				£
				£
				£
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				

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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	98,590		
Total aggregate nominal value ④	14,856.50		

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.

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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 **Section 4** and **Section 5**

Class of share

See continuation sheet

Prescribed particulars

1

Class of share

Prescribed particulars

1

Class of share

Prescribed particulars

1

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

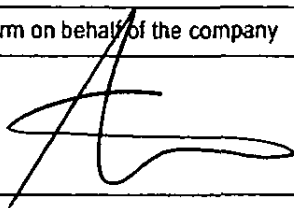
8 Signature

I am signing this form on behalf of the company

Signature

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

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

<p>① Including both the nominal value and any share premium.</p> <p>② Total number of issued shares in this class</p>	<p>③ E.g. Number of shares issued multiplied by nominal value of each share.</p>
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7 Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	A Ordinary Shares ("A Ords")
Prescribed particulars	<p>(a) Voting: On a poll, the holders of the A Ords (as a class) shall have such number of votes in aggregate as are equal to 41.95% per cent of the total votes capable of being cast by all shareholders at that meeting such votes to be allocated amongst the holders of the A Ords in proportion to the number of A Ords held by each of them</p> <p>In certain circumstances, the A Ords are subject to enhanced voting rights whereby if the holders of the A Ords(as a class):</p> <p>(i) vote against a resolution or do not sign any written resolution of the shareholders as being approved, the resolution shall be deemed not to be carried notwithstanding the votes received;</p> <p>(ii) vote in favour of a resolution or written resolution, such resolution will be deemed passed notwithstanding the number of votes received against it, (iii) vote at any meeting of the board against any resolution put to that meeting or do not sign any written resolution of the board as being approved, that resolution shall be deemed not to have been carried, notwithstanding the number of votes received in favour of it; and</p> <p>(iv) vote at any meeting of the board in favour of any resolution put that meeting or sign a written resolution of the board as being approved, that resolution shall be deemed to have been carried, notwithstanding the number of votes received against it</p> <p>(b) Income: Any income distributions are shared amongst the holders of A Ords, A1 Ords, B Ords, B1 Ords, C Ords and D Ords.</p> <p>(c) Capital: Right to rank pari passu in the distribution of the proceeds of any realisation as if there was one class of share based on the number of shares held and not nominal value after such proceeds have been firstly allocated in the amount equal to the issue price of the shares held by that shareholder</p> <p>(d) Redemption: The A Ords are not redeemable.</p>

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	A1 Ordinary Shares ("A1 Ords")	
Prescribed particulars	<p>(a) Voting: On a poll, the holders of the A1 Ords, the B Ords and the B1 Ords shall be entitled on a show of hands and on a poll to votes representing X% of the votes cast where:-</p> <p>$X = 100 - (\text{number of D Ords voting} \times 5) - 41.95$</p> <p>such votes to be allocated amongst them in proportion to the number of B Ords held by each of them</p> <p>(b) Income: see A Ords.</p> <p>(c) Capital: see A Ords</p> <p>(d) Redemption: The A1 Ords are not redeemable.</p>	

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

Class of share	B Ordinary Shares ("B Ords")	
Prescribed particulars	<p>(a) Voting: see A1 Ords</p> <p>(b) Income: see A Ords.</p> <p>(c) Capital: see A Ords.</p> <p>(d) Redemption: The B Ords are not redeemable.</p>	

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

Class of share	B1 Ordinary Shares ("B1 Ords")	
Prescribed particulars	<p>(a) Voting: see A1 Ords.</p> <p>(b) Income: see A Ords</p> <p>(c) Capital: see A Ords.</p> <p>(d) Redemption: The B1 Ords are not redeemable.</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	C Ordinary Shares ("C Ords")	
Prescribed particulars	<p>(a) Voting: The C Ords have no voting rights.</p> <p>(b) Income: see A Ords</p> <p>(c) Capital: see A Ords.</p> <p>(d) Redemption: The C Ords are not redeemable</p>	

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

Class of share	D Ordinary Shares ("D Ords")	
Prescribed particulars	<p>(a) Voting: On a poll, the holders of the D Ords shall be entitled to votes representing 5% of the votes cast for each D Ord of which he is the holder</p> <p>(b) Income: see A Ords</p> <p>(c) Capital: see A Ords.</p> <p>(d) Redemption: The D Ords are not redeemable</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.

Corporation name: Louisa Benajelloul (COP.80-1)

Company name: Squire Patton Boggs (UK) LLP

Address: 2 Park Lane

Postcode: Leeds

Country/Region:

Postcode: L S 3 1 E S

Country: England

DX:

Telephone: +44 (0113) 284 7000



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