

SH01

Return of allotment of shares



Companies House



Go online to file this information
www.gov.uk/companieshouse

☒ **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 on
formation of the company or
for an allotment of a new
share by an unlimited company.



A5F4GJ5T
A08 08/09/2016 #321
COMPANIES HOUSE
A5DEZREX
A09 15/08/2016 #146
COMPANIES HOUSE

1 Company details

Company number 0 9 7 8 3 0 3 8

Company name in full Duke Bidco 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 0 8 m 0 8 y 2 0 y 1 y 6
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.

Currency ②	Class of shares (E.g. Ordinary/Preference etc.)	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	1	£1.00	£3,000,000.00	

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)

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Statement of capital

Complete the table(s) below to show the issued share capital at the date to which this return is made up.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

Please use a Statement of Capital continuation page if necessary.

Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	Number of shares	Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value	Total aggregate amount unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium
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Currency table A

	Ordinary	98,405,016	£98,405,016	
Totals		98,405,016	£98,405,016	

Currency table B

Totals				

Currency table C

Totals				

Totals (including continuation
pages)


Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
98,405,016	£98,405,016	0.60

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

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5	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 share capital tables in Section 4.	<p>1 Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <ul style="list-style-type: none"> 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. <p>A separate table must be used for each class of share.</p> <p>Continuation page Please use a Statement of Capital continuation page if necessary.</p>
Class of share	Ordinary	
Prescribed particulars 1	Please see continuation sheet attached.	
Class of share		
Prescribed particulars 1		
Class of share		
Prescribed particulars 1		

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

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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	Ben Squires
Company name	Simpson Thatcher & Bartlett LLP
Address	CityPoint, One Ropemaker Street
Post town	London
County/Region	
Postcode	E C 2 Y 9 H U
Country	United Kingdom
DX	
Telephone	



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 relevant 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.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse

Shares allotted

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

[illegible]

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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)

4

Complete the table below to show the issued share capital. Complete a separate table for each currency.

Currency	Class of shares	Number of shares	Aggregate nominal value (£, €, \$, etc)	Total aggregate amount unpaid, if any (£, €, \$, etc)	
Complete a separate table for each currency	E.g. Ordinary/Preference etc.		Number of shares issued multiplied by nominal value	Including both the nominal value and any share premium	
Totals					

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	Ordinary	
Prescribed particulars	<p>(1) Particulars of any voting rights: No voting rights attached to the shares may be exercised unless shares fully paid up or if directors determine otherwise. On a vote on a written resolution, every member has one vote in respect of each share held by him. On a vote on a resolution on a show of hands at a meeting, every member present and every proxy present who has been duly appointed by a member entitled to vote on the resolution, has one vote. On a vote on a resolution on a poll taken at a meeting, every member has one vote in respect of each share held by him. On a poll, votes may be given either personally or by proxy, or in the case of a member being a corporation, by its duly authorised representative.</p> <p>(2) Particulars of rights as respects dividends to participate in a distribution: The company may declare dividends by ordinary resolution. No dividend will exceed the amount recommended by the directors. The directors may pay at intervals any dividend payable at a fixed rate if it appears to them that they are justified by the profits of the company available for distribution. No dividend may be declared or paid unless it is in accordance with shareholders' respective rights. Unless the shareholders' resolution to declare or directors' decision to pay a dividend, or the terms on which shares are issued, specify otherwise, it must be paid by reference to each shareholders holding of shares on the date of the resolution or decision to declare or pay it. A general meeting declaring a dividend may, upon the recommendation of the directors, direct that it shall be satisfied wholly or partly by the distribution of assets and, where any difficulty arises with regard to the distribution, the directors may settle the same and may fix the value for distribution of any assets and may determine that cash shall be paid to any member upon the footing of the value so fixed in order to adjust the rights of members and may vest any assets in trustees. No dividend or other moneys payable in respect of a share shall bear interest against the company, unless otherwise provided by the rights attaching to the share (or the provisions of another agreement between the holder of such share and the company).</p> <p>PAGE 1 OF 2</p>	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	Ordinary	
Prescribed particulars	<p>Subject to the articles, the directors may, if authorised by ordinary resolution:</p> <p>(a) decide to capitalise any profits of the company (whether or not they are available for distribution) which are not required for paying a preferential dividend or any sum standing to the credit of any other reserve of the company (including the company's share premium account, capital redemption reserve or other distributable reserve); and</p> <p>(b) appropriate any sum which they decide to capitalise (a "capitalised sum") to the persons who would have been entitled to it if they were distributed by way of dividend (the "persons entitled") and in the same proportions as their entitlement to dividends ("relevant proportions").</p> <p>Capitalised sums must be applied on behalf of the persons entitled and in the relevant proportions.</p> <p>A capitalised sum which was appropriated from profits available for distribution may be applied:</p> <p>in or towards paying up any amounts unpaid on existing shares held by the persons entitled (whether as to the nominal value of the shares or any amount payable to the Company by way of premium), or</p> <p>in paying up new debentures of the Company which are then allotted, credited as fully paid, to the persons entitled or as they may direct.</p> <p>(3) Particulars of rights as respects capital, to participate in a distribution (including on a winding up):</p> <p>Rights to capital of each share rank equally for any distribution made on a winding up.</p> <p>(4) Shares are Redeemable:</p> <p>The shares are not redeemable.</p>	
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