

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 special
resolution of the company or
for an allotment of a new class of
shares by an unlimited company.



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03/02/2015

#216

1 Company details

Company number 08873666

Company name in full CROWN ACQUISITION 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 21/01/2015
To Date

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 NON-VOTING ORDINARY	GBP	1,223	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)

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

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 1,307,152

Total aggregate nominal value ❶ GBP 98,033.33

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

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.

Continuation Pages

Please use a Statement of Capital continuation page if necessary.

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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	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.

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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 ②, 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.

① Person authorised

Under either section 270 or 274 of the Companies Act 2006.

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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 **LAURENCE WILCOCK**

Company name **KIRKLAND & ELLIS**

INTERNATIONAL LLP

Address **30 ST MARY AXE**

Post town **LONDON**

County/Region

Postcode **E C 3 A 8 A F**

Country **UNITED KINGDOM**

DX

Telephone **+44 (0)20 7469 2000**



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

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Statement of capital

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

Currency	GBP			
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
A ORDINARY	0.001	0.00	3,000	3.00
A ORDINARY	1.003	0.00	977,312	977.31
B NON-VOTING	1.00	0.00	9,738	9,738
B1 ORDINARY	1.00	0.00	28,367	28,367.00
B2 ORDINARY	1.00	0.00	12,353	12,353.00
B3 ORDINARY	1.00	0.00	18,206	18,206.00
B4 ORDINARY	1.00	0.00	12,702	12,702.00
B5 ORDINARY	1.00	0.00	10,229	10,229.00
B6 ORDINARY	1.00	0.00	5,228	5,228.00
C ORDINARY	0.001	0.00	209,242	209.24
D ORDINARY	0.001	0.00	20,775	20.78
Totals			1,307,152	98,033.33

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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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	A ORDINARY	
Prescribed particulars	SUBJECT TO THE VOTING RIGHTS ATTACHED TO THE B1 ORDINARY SHARES, B2 ORDINARY SHARES, B3 ORDINARY SHARES, B4 ORDINARY SHARES, B5 ORDINARY SHARES AND B6 ORDINARY SHARES, EACH A ORDINARY SHARE CARRIES ONE VOTE. SUBJECT TO THE RIGHTS OF THE HOLDERS OF THE C ORDINARY SHARES (IF ANY) AND THE D ORDINARY SHARES (IF ANY) THE HOLDER OF THE A ORDINARY SHARES CARRY A PREFERRED RIGHT TO RECEIVE 1.5 TIMES THE AGGREGATE AMOUNT INVESTED BY SUCH HOLDERS. SUBJECT TO SUCH PREFERRED RETURN, THE A ORDINARY SHARES PARTICIPATE PARI PASSU PRO RATA TO THE NUMBER OF SHARES WITH THE OTHER ORDINARY SHARES AS RESPECTS DIVIDENDS AND DISTRIBUTIONS OF CAPITAL (INCLUDING ON A WINDING UP). THE A ORDINARY SHARES ARE NOT REDEEMABLE.	

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

Class of share	B NON-VOTING	
Prescribed particulars	THE HOLDERS OF B NON-VOTING SHARES CARRY NO VOTING RIGHTS. SUBJECT TO THE RIGHTS OF THE HOLDERS OF THE A ORDINARY SHARES, C ORDINARY SHARES (IF ANY) AND D ORDINARY SHARES (IF ANY) TO A PREFERRED RETURN, THE B NON-VOTING SHARES PARTICIPATE PARI PASSU PRO RATA TO THE NUMBER OF SHARES WITH THE OTHER ORDINARY SHARES AS RESPECTES DIVIDENDS AND DISTRIBUTIONS OF CAPITAL (INCLUDING ON A WINDING UP). THE B NON-VOTING SHARES ARE NOT REDEEMABLE.	

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

Class of share	B1 ORDINARY	
Prescribed particulars	THE HOLDERS OF THE B1 ORDINARY SHARES CARRY 5% OF THE VOTING RIGHTS AS A CLASS SUBJECT TO THE RIGHTS OF THE HOLDERS OF THE A ORDINARY SHARES, C ORDINARY SHARES (IF ANY) AND D ORDINARY SHARES (IF ANY) TO A PREFERRED RETURN, THE B1 ORDINARY SHARES PARTICIPATE PARI PASSU PRO RATA TO THE NUMBER OF SHARES WITH THE OTHER ORDINARY SHARES AS RESPECTS DIVIDENDS AND DISTRIBUTIONS OF CAPITAL (INCLUDING ON A WINDING UP). THE B1 ORDINARY SHARES ARE NOT REDEEMABLE.	

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7 Statement of capital (Prescribed particulars of rights attached to shares)		
Class of share	B2 ORDINARY	
Prescribed particulars	THE HOLDERS OF THE B2 ORDINARY SHARES CARRY 5% OF THE VOTING RIGHTS AS A CLASS. SUBJECT TO THE RIGHTS OF THE HOLDERS OF THE A ORDINARY SHARES, C ORDINARY SHARES (IF ANY) AND D ORDINARY SHARES (IF ANY) TO A PREFERRED RETURN, THE B2 ORDINARY SHARES PARTICIPATE PARI PASSU PRO RATA TO THE NUMBER OF SHARES WITH THE OTHER ORDINARY SHARES AS RESPECTS DIVIDENDS AND DISTRIBUTIONS OF CAPITAL (INCLUDING ON A WINDING UP). THE B2 ORDINARY SHARES ARE NOT REDEEMABLE.	

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7 Statement of capital (Prescribed particulars of rights attached to shares)		
Class of share	B3 ORDINARY	
Prescribed particulars	THE HOLDERS OF THE B3 ORDINARY SHARES CARRY 5% OF THE VOTING RIGHTS AS A CLASS. SUBJECT TO THE RIGHTS OF THE HOLDERS OF THE A ORDINARY SHARES, C ORDINARY SHARES (IF ANY) AND D ORDINARY SHARES (IF ANY) TO A PREFERRED RETURN, THE B3 ORDINARY SHARES PARTICIPATE PARI PASSU PRO RATA TO THE NUMBER OF SHARES WITH THE OTHER ORDINARY SHARES AS RESPECTS DIVIDENDS AND DISTRIBUTIONS OF CAPITAL (INCLUDING ON A WINDING UP). THE B3 ORDINARY SHARES ARE NOT REDEEMABLE.	

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

Class of share	B4 ORDINARY SHARES	
Prescribed particulars	THE HOLDERS OF THE B4 ORDINARY SHARES CARRY 5% OF THE VOTING RIGHTS AS A CLASS. SUBJECT TO THE RIGHTS OF THE HOLDERS OF THE A ORDINARY SHARES, C ORDINARY SHARES (IF ANY) AND D ORDINARY SHARES (IF ANY) TO A PREFERRED RETURN, THE B4 ORDINARY SHARES PARTICIPATE PARI PASSU PRO RATA TO THE NUMBER OF SHARES WITH THE OTHER ORDINARY SHARES AS RESPECTS DIVIDENDS AND DISTRIBUTIONS OF CAPITAL (INCLUDING ON A WINDING UP). THE B4 ORDINARY SHARES ARE NOT REDEEMABLE.	

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7 Statement of capital (Prescribed particulars of rights attached to shares)		
Class of share	B5 ORDINARY	
Prescribed particulars	THE HOLDERS OF THE B5 ORDINARY SHARES CARRY 5% OF THE VOTING RIGHTS AS A CLASS. SUBJECT TO THE RIGHTS OF THE HOLDERS OF THE A ORDINARY SHARES, C ORDINARY SHARES (IF ANY) AND D ORDINARY SHARES (IF ANY) TO A PREFERRED RETURN, THE B5 ORDINARY SHARES PARTICIPATE PARI PASSU PRO RATA TO THE NUMBER OF SHARES WITH THE OTHER ORDINARY SHARES AS RESPECTS DIVIDENDS AND DISTRIBUTIONS OF CAPITAL (INCLUDING ON A WINDING UP). THE B5 ORDINARY SHARES ARE NOT REDEEMABLE.	

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

Class of share	B6 ORDINARY	
Prescribed particulars	THE HOLDERS OF THE B6 ORDINARY SHARES CARRY 5% OF THE VOTING RIGHTS AS A CLASS. SUBJECT TO THE RIGHTS OF THE HOLDERS OF THE A ORDINARY SHARES, C ORDINARY SHARES (IF ANY) AND D ORDINARY SHARES (IF ANY) TO A PREFERRED RETURN, THE B6 ORDINARY SHARES PARTICIPATE PARI PASSU PRO RATA TO THE NUMBER OF SHARES WITH THE OTHER ORDINARY SHARES AS RESPECTS DIVIDENDS AND DISTRIBUTIONS OF CAPITAL (INCLUDING ON A WINDING UP). THE B6 ORDINARY SHARES ARE NOT REDEEMABLE.	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	C ORDINARY	
Prescribed particulars	THE C ORDINARY SHARES CARRY NO VOTING RIGHTS. EACH HOLDER OF C ORDINARY SHARES HAS A PREFERRED RIGHT TO RECEIVE AN AGGREGATE AMOUNT OF £5,000 BY WAY OF DIVIDENDS AND DISTRIBUTIONS OF CAPITAL (INCLUDING ON A WINDING UP). SUBJECT TO SUCH PREFERRED RETURN, THE C ORDINARY SHARES PARTICIPATE PARI PASSU AS RESPECT DIVIDENDS AND DISTRIBUTIONS OF CAPITAL (INCLUDING ON A WINDING UP). THE C ORDINARY SHARES ARE NOT REDEEMABLE.	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	D ORDINARY	
Prescribed particulars	THE D ORDINARY SHARES CARRY NO VOTING RIGHTS. EACH HOLDER OF D ORDINARY SHARES HAS A PREFERRED RIGHT TO RECEIVE AN AGGREGATE AMOUNT OF £5,000 BY WAY OF DIVIDENDS AND DISTRIBUTIONS OF CAPITAL (INCLUDING ON A WINDING UP). SUBJECT TO SUCH PREFERRED RETURN, THE D ORDINARY SHARES PARTICIPATE PARI PASSU PRO RATA TO THE NUMBER OF SHARES WITH THE OTHER ORDINARY SHARES AS RESPECTS DIVIDENDS AND DISTRIBUTIONS OF CAPITAL (INCLUDING ON A WINDING UP), SUBJECT TO THE HOLDERS OF A ORDINARY SHARES AND HOLDERS OF INVESTOR LOAN NOTES HAVING RECEIVED AGGREGATE DISTRIBUTIONS EQUAL TO THE AGGREGATE OF ANY CASH RECEIPTS RECEIVED FROM THE COMPANY AND ITS SUBSIDIARIES OR ANY THIRD PARTY BY THE HOLDERS OF A ORDINARY SHARES OR THE HOLDERS OF ANY INVESTOR LOAN NOTES (AND THEIR AFFILITATES) IN RESPECT OF THEIR INTERESTS IN ANY EQUITY OR DEBT SECURITIES OF THE COMPANY WHETHER BY REDEMPTION OF ANY OTHER DEBT OR EQUITY SECURITY OF THE COMPANY OR ANY OF ITS SUBSIDIARIES IN CASH (EXCLUDING ANY MANAGEMENT, CONSULTANCY, ADVISORY OR OTHER FEES AND PAYMENT OF EXPENSES OR REMUNERATION RECEIVED FROM THE COMPANY OR ANY OF ITS SUBSIDIARIES), MULTIPLIED BY 1.5. TO THE EXTENT SUCH RETURN IS NOT MET THE HOLDERS OF D ORDINARY SHARES SHALL NOT PARTICIPATE IN SUCH DISTRIBUTION TO THE EXTENT OF THE SHORTFALL. THE D ORDINARY SHARES ARE NOT REDEEMABLE.	