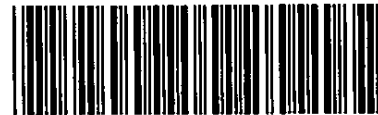


SH01

Return of allotment of shares



You can use the WebFiling service to file this form online. Please go to www.companieshouse.gov.uk



AHVS4TV6

A16 05/05/2011 74

COMPANIES HOUSE

ALJ3JTG9

20/04/2011 239

COMPANIES HOUSE

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 for an allotment of shares by an unlimited company.

WEDNESDAY

THURSDAY

A51

1 Company details

Company number: 00388466
 Company name in full: WHITEAWAY LAIDLAW BANK 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

From Date: 18/04/2011
 To Date: (blank)

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)

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

| Class of shares (E.g. Ordinary/Preference etc.) | Currency | 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 | STERLING | 5,020,866 | £1.00 | £1.00 | 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)

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

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 |
|--|--------------------------------|--|--------------------|---------------------------|
| ORDINARY | £1.00 | NIL | 18,645,866 | £18,645,866 |
| | | | | £ |
| | | | | £ |
| | | | | £ |
| Totals | | | 18,645,866 | £18,645,866 |

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 | 18,645,866 | X |
| Total aggregate nominal value ③ | £18,645,866 | X |

③ 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.

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

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.

| | |
|------------------------|---|
| Class of share | ORDINARY |
| Prescribed particulars | SUBJECT TO THE PROVISIONS OF ANY AGREEMENT BINDING ON THE COMPANY, AND IN THE CASE OF SHARES OTHER THAN THOSE CONSTITUTING THE ORIGINAL CAPITAL OF THE COMPANY SUBJECT TO ANY DIRECTIONS CONTAINED IN THE RESOLUTION OF THE COMPANY CREATING THE SAME, THE SHARES OF THE COMPANY, WHETHER FORMING PART OF THE ORIGINAL CAPITAL OF THE COMPANY OR SUBSEQUENTLY CREATED, SHALL BE UNDER THE CONTROL OF THE DIRECTORS WHO MAY ALLOT AND DISPOSE OF |
| Class of share | |
| Prescribed particulars | |
| Class of share | |
| Prescribed particulars | |

8

Signature

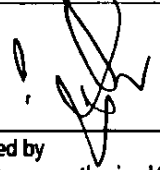
I am signing this form on behalf of the company

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.

Person authorised

Under either section 270 or 274 of the Companies Act 2006

| | |
|-----------|---|
| Signature | <p>Signature</p> <p>X  X</p> |
| | <p>This form may be signed by Director, Secretary, Person authorised, 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 | ORDINARY. |
| Prescribed particulars | <p>OR OTHERWISE GRANT OPTIONS OVER THEM TO SUCH PERSON AND ON SUCH TERMS AS THE DIRECTORS THINK FIT.</p> <p>IN ACCORDANCE WITH SECTION 91(1) OF THE COMPANIES ACT 1985, SECTIONS 39(1) AND 90(1) TO (6) (INCLUSIVE) SHALL NOT APPLY TO ANY ALLOTMENT OF EQUITY SECURITIES (AS DEFINED IN SECTION 94 OF THE SAID ACT) IN THE COMPANY.</p> <p>THE LIEN CONFERRED BY CLAUSE 11 OF PART 1 OF TABLE A SHALL EXTEND TO FULLY PAID SHARES, AND TO ALL SHARES REGISTERED IN THE NAME OF ANY PERSON INDEBTED OR UNDER LIABILITY TO THE COMPANY, WHETHER HE SHALL BE THE SOLE SHAREHOLDER THEREOF OR SHALL BE ONE OF SEVERAL JOINT HOLDERS.</p> <p>A MEMBER OR MEMBERS HOLDING A MAJORITY IN NOMINAL VALUE OF THE ISSUED ORDINARY SHARES FOR THE TIME BEING IN THE COMPANY SHALL HAVE THE POWER FROM TIME TO TIME AND AT ANY TIME TO APPOINT ANY PERSON OR PERSONS AS A DIRECTOR OR DIRECTORS EITHER AS AN ADDITIONAL DIRECTOR OR TO FILL ANY VACANCY AND TO REMOVE FROM OFFICE ANY DIRECTOR HOWSOEVER APPOINTED. ANY SUCH APPOINTMENT OR REMOVAL SHALL BE EFFECTED IN WRITING SIGNED BY THE MEMBER OR MEMBERS MAKING THE SAME OR IN THE CASE OF A MEMBER BEING A COMPANY SIGNED BY ONE OF ITS DIRECTORS ON ITS BEHALF, AND SHALL TAKE EFFECT UPON DEPOSIT AT THE REGISTERED OFFICE OF THE COMPANY.</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 **GARETH TONES**

Company name **SLAUGHTER AND MAY**

Address **ONE BUNHILL ROW**

Post town **LONDON**

County/Region

Postcode **E C I Y 8 Y Y**

Country **UNITED KINGDOM**

DX **11, CHANCERY LANE**

Telephone **0207 090 4420**

 **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