

# SH01

## Return of allotment of shares

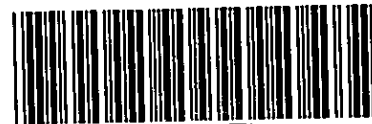


You can use the WebFiling service to file this form online  
Please go to [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

☒ What this form is for  
You may use this form to give  
notice of shares allotted following  
incorporation

☐ What this form is for  
You cannot use this form to give  
notice of shares allotted following  
formation of the company for an allotment of  
shares by an unlimited company

THURSDAY



\*A2FSB2TT\*

A19

29/08/2013

#339

COMPANIES HOUSE

### 1 Company details

Company number 0 2 7 1 7 8 3 8

Company name in full MATCHESFASHION 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 <sup>1</sup>

From Date d 2 d 2 m 0 m 8 y 2 y 0 y 1 y 3  
To Date d d m m y y y y

<sup>1</sup> 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)

<sup>2</sup> Currency  
If currency details are not  
completed we will assume currency  
is in pound sterling

Class of shares (E.g. Ordinary/Preference etc.)	Currency <sup>2</sup>	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
C 2013 GROWTH SHARES	£ STERLING	48,376	£0 05	£0 05	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 SHARES ✓	£0 05	NIL	891,110	£ 44,555 50
SERIES A SHARES ✓	£55 10	NIL	254,079	£ 12,703 95
SERIES A SHARES	£0 05	NIL	108,890	£ 5,444 50
REDEEMABLE SHARES ✓	£0 01	NIL	20,000	£ 200 00
Totals			CONTINUED	£ CONTINUED

**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 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	<b>③ Total aggregate nominal value</b> Please list total aggregate values in different currencies separately. For example £100 + €100 + \$10 etc
Total number of shares	1,322,456	
Total aggregate nominal value ③	£65,322 80	

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.

① Including both the nominal value and any share premium

② Total number of issued shares in this class.

③ E.g. Number of shares issued multiplied by nominal value of each share.

SH01

Return of allotment of shares

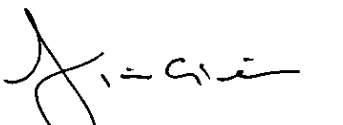
7

## 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		<p><b>Prescribed particulars of rights attached to shares</b></p> <p>The particulars are</p> <p>a particulars of any voting rights, including rights that arise only in certain circumstances,</p> <p>b particulars of any rights, as respects dividends, to participate in a distribution,</p> <p>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</p> <p>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.</p> <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 SHARES	
Prescribed particulars ①	The Ordinary Shares shall confer on each holder of Ordinary Shares the right to receive notice of and to attend, speak and vote at all general meetings of the Company and to receive and vote on proposed written resolutions of the Company No dividends may be declared or paid until all Redeemable Shares have been redeemed or converted into Deferred Shares Entitled to participate in a distribution of capital (including on winding up) after all Redeemable Shares have been redeemed or converted into Deferred Shares The shares are not to be redeemed and are not liable to be redeemed	
Class of share	SERIES A SHARES	
Prescribed particulars ①	The Series A Shares shall confer on each holder of Series A Shares the right to receive notice of and to attend, speak and vote at all general meetings of the Company No dividends may be declared or paid until all Redeemable Shares have been redeemed or converted into Deferred Shares Entitled to participate in a distribution of capital (including on a winding up) after all Redeemable Shares have been redeemed or converted into Deferred Shares The shares are not to be redeemed and are not liable to be redeemed	
Class of share	REDEEMABLE SHARES	
Prescribed particulars ①	<p>The Redeemable Shares shall not entitle the holders of them to receive notice of, to attend, to speak or to vote at any general meeting of the Company nor to receive or vote on, or otherwise constitute an eligible member for the purposes of proposed written resolutions of the Company The Redeemable Shares shall have no right to receive dividends</p> <p>Please see continuation sheet as regards redemption</p>	

8

## Signature

I am signing this form on behalf of the company		<p><b>Societas Europaea</b></p> <p>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><b>Person authorised</b></p> <p>Under either section 270 or 274 of the Companies Act 2006</p>
Signature	<p>Signature</p> <p>X  X</p> <p>This form may be signed by Director ①, Secretary, Person authorised ①, 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	REDEEMABLE SHARES	
Prescribed particulars	<p>As regards redemption</p> <p>The Investor Majority may require the Company by notice in writing (a "Redemption Notice") to redeem</p> <p>(i) all of the Redeemable Shares at that time in issue on the occurrence of an Exit or liquidation or winding up, or</p> <p>(ii) such number of the Redeemable Shares that the Board (in its absolute discretion) may determine at any time after 9 July 2017 and,</p> <p>if any valid Redemption Notice is served, all the Redeemable Shares in respect of which that notice is served will immediately become due for redemption on the date of such notice</p> <p>The Redeemable Share may also be redeemed (in whole or in part) prior to the occurrence of the events or date set out above at the election of the Company on written approval by the Board (including the Founders)</p>	

# SH01 - continuation page

## Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	C 2013 GROWTH SHARES	
Prescribed particulars	<p>The C 2013 Growth Shares ("Growth Shares") shall not entitle the holders thereof to receive notice of, to attend, speak or to vote at any general meeting of the Company or to receive or vote on, or otherwise constitute an eligible member for the purposes of proposed written resolutions of the Company</p> <p>The Growth Shares shall have no rights to receive dividends.</p> <p>Each Growth Share shall have no right to capital except for the right to participate in a distribution of capital in excess of the amount of the Hurdle Value attached to it Those Growth Shares which are not Vested Growth Shares shall carry no right to participate in any distribution of assets (or surplus assets) or Proceeds of Sale</p> <p>The Growth Shares are not to be redeemed and are not liable to be redeemed</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

Company name **WHITE & BLACK LEGAL LLP**

Address **CHALFORD PARK**

**OXFORD ROAD**

**OLD CHALFORD**

Post town **CHIPPING NORTON**

County/Region **OXFORDSHIRE**

Postcode **O X 7 5 Q R**

Country **UK**

DX

Telephone **0800 035 2656**



**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](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto: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](http://www.companieshouse.gov.uk)