

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
shareholders on formation of the company
for an allotment of a new class of
shares by an unlimited company.



A23 *A56ADY54* #236
COMPANIES HOUSE

1 Company details

Company number 02717838

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

From Date d 3 d 1 m 0 m 3 y 2 y 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.

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
D 2016 Growth Shares	pound sterling	10,354	0.25	0.25	0

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.

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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	0	891,110	£ 44,555.50
Series A Shares	55.10	0	254,079	£ 12,703.95
Series A Shares	0.05	0	108,890	£ 5,444.50
Redeemable Shares	0.01	0	20,000	£ 200.00
Totals				£

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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.

Total number of shares

Total aggregate
nominal value ④

④ 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 Total number of issued shares in this class.

③ 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	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 ordinary 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 series A shares are not to be redeemed and are not liable to be redeemed.
Class of share	Redeemable Shares
Prescribed particulars ①	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. Subject to the Companies Act 2006, the investor majority may require the company by notice in writing (a "Redemption Notice") to redeem (i) all of the redeemable shares at the time in issue upon the occurrence of an exit or liquidation or

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.

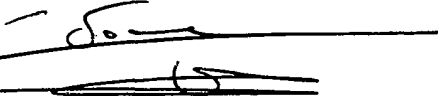
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Signature

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.

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	Redeemable Shares	
Prescribed particulars	<p>winding up, or (ii) such number of the redeemable shares that the board (in its absolute discretion) may determine at any time after 9 July 2017, and 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. The redeemable shares may also be redeemed (in whole or in part) prior to the occurrence of the events or date set out in (i) and (ii) above at the election of the company on written approval by the board (including the founders).</p>	


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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 shall not entitle the holders thereof to receive notice of, to attend, to 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. The C 2013 growth shares shall have no rights to receive dividends. Each C 2013 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, as provided for in articles 5 and 6. On the application of any of articles 5.1, 6.1 or 6.2, those C 2013 growth shares which are not then vested shall carry no right to participate in any distribution of assets (or surplus assets) or proceeds of sale. The C 2013 growth shares are not to be redeemed and are not liable to be redeemed.</p>	

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	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	D 2016 Growth Shares	
Prescribed particulars	<p>The D 2016 growth shares shall confer on each holder of D 2016 growth 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 but such that the holders of the D 2016 growth shares shall together be entitled to cast, in aggregate, such number of votes as is equal to 5% of the total number of votes capable of being cast by all members of the company. The D 2016 growth shares shall have no rights to receive dividends. Each D 2016 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, as provided for in articles 5 and 6. On the application of any of articles 5.1, 6.1 or 6.2, those D 2016 growth shares which are not then vested shall carry no right to participate in any distribution of assets (or surplus assets) or proceeds of sale. The D 2016 growth shares are not to be redeemed and are not liable to be redeemed.</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.

Contact name Robert Powell

Company name White & Black Limited

Address Chalford Park

Oxford Road

Post town Old Chalford

County/Region Oxfordshire

Postcode

O X 7 5 Q R

Country UK

DX

Telephone 0345 184 4203

**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