



Companies House
— for the record —

SH01 (ef)

Return of Allotment of Shares



XVTDYGZB

Company Name: **OCADO LIMITED**

Company Number: **03875000**

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Shares Allotted (including bonus shares)

<i>Date or period during which shares are allocated</i>	<i>From</i> 21/01/2010	<i>To</i> 21/01/2010
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Class of shares	ORDINARY	<i>Number allotted</i>	75
		<i>Nominal value of each share</i>	.01
<i>Currency</i>	GBP	<i>Amount paid</i>	90
		<i>Amount unpaid</i>	0

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of shares	ORDINARY	<i>Number allotted</i>	1525757
<i>Currency</i>		<i>Aggregate nominal value</i>	15257570
	GBP	<i>Amount paid</i>	1
		<i>Amount unpaid</i>	0

Prescribed particulars

A) AS REGARDS VOTING IN GENERAL MEETINGS: THE HOLDERS OF THE ORDINARY SHARES SHALL BE ENTITLED TO RECEIVE NOTICE OF, AND TO ATTEND AND VOTE AT GENERAL MEETINGS OF THE COMPANY; ON A SHOW OF HANDS EVERY HOLDER OF ORDINARY SHARES WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR BY PROXY OR (BEING A CORPORATION) IS PRESENT BY A DULY AUTHORISED REPRESENTATIVE OR BY PROXY SHALL HAVE ONE VOTE AND ON A POLL EVERY HOLDER OF ORDINARY SHARES SO PRESENT SHALL HAVE ONE VOTE FOR EACH ORDINARY SHARE HELD BY HIM. B) AS REGARDS DIVIDENDS: IN RESPECT OF ANY DIVIDEND DECLARED ON THE ORDINARY SHARES THE ORDINARY SHARES SHALL RANK PARI PASSU WITH THE PREFERENCE SHARES IN THAT RESPECT AND PRO RATA AS IF THE PREFERENCE SHARES HAD BEEN CONVERTED INTO ORDINARY SHARES IN ACCORDANCE WITH THE COMPANY ARTICLES IMMEDIATELY BEFORE THE RECORD DATE IN RESPECT OF THE RELEVANT DIVIDEND; C) AS REGARDS CAPITAL: ON A RETURN OF ASSETS ON A LIQUIDATION, REDUCTION OF CAPITAL OR OTHERWISE, THE HOLDERS OF THE ORDINARY SHARES SHALL BE ENTITLED IN RESPECT OF THEIR ORDINARY SHARES (IN PROPORTION TO THE NUMBER OF SUCH SHARES HELD BY EACH OF THEM), SUBJECT TO THE RIGHTS OF THE HOLDERS OF THE PREFERENCE SHARES IN RESPECT OF SUCH SHARES TO BE PAID OUT OF THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES, THE SUBSCRIPTION PRICE FOR THEIR ORDINARY SHARES TOGETHER WITH A SUM EQUAL TO ANY ARREARS CALCULATED DOWN TO THE DATE OF THE RETURN OF ASSETS; D) ADJUSTMENT TO CONVERSION RATE ? IF PREFERENCE SHARES REMAIN CAPABLE OF BEING CONVERTED INTO ORDINARY SHARES AND THERE IS A CONSOLIDATION AND/OR SUB-DIVISION OF SHARES, THE CONVERSION RATE IN RESPECT OF PREFERENCE SHARES SHALL BE ADJUSTED SO AS TO PRESERVE THE VALUE OF THE CONVERSION RIGHTS (PROVIDED THAT NO ADJUSTMENT WILL BE MADE WHERE THE SAME CONSOLIDATION AND/OR SUB-DIVISION HAS BEEN MADE TO ALL CLASSES OF SHARES). ? IF PREFERENCE SHARES REMAIN CAPABLE OF BEING CONVERTED INTO ORDINARY SHARES AND THERE IS AN ALLOTMENT OF FULLY PAID ORDINARY SHARES PURSUANT TO A CAPITALISATION OF PROFITS OR RESERVES (INCLUDING WITHOUT LIMITATION SHARE PREMIUM ACCOUNT AND CAPITAL REDEMPTION RESERVE) WHERE NO EQUIVALENT ALLOTMENT IS MADE TO THE HOLDERS OF PREFERENCE SHARES, THE AMOUNT OF ORDINARY SHARES TO BE ISSUED ON CONVERSION OF THE PREFERENCE SHARES SHALL BE INCREASED TO REFLECT THE PERCENTAGE INCREASE IN THE ORDINARY SHARES IN ISSUE. ? IN THE EVENT OF ANY DOUBT OR DISPUTE ARISING IN RESPECT OF THE ADJUSTMENT TO BE MADE PURSUANT TO PREFERENCE SHARES (D), THE MATTER WILL BE REFERRED TO THE AUDITORS WHO, ACTING AS EXPERTS AND NOT AS ARBITRATORS, WILL CERTIFY THE APPROPRIATE ADJUSTMENT AND THE CERTIFICATE OF THE AUDITORS SHALL IN THE ABSENCE OF MANIFEST OR CLERICAL ERROR BE CONCLUSIVE AND BINDING ON ALL CONCERNED.

Class of shares	PREFERENCE	<i>Number allotted</i>	2474749
<i>Currency</i>		<i>Aggregate nominal value</i>	24747490
	GBP	<i>Amount paid</i>	1
		<i>Amount unpaid</i>	0

Prescribed particulars

A) AS REGARDS VOTING IN GENERAL MEETINGS: THE HOLDERS OF THE PREFERENCE SHARES SHALL BE ENTITLED TO RECEIVE NOTICE OF AND TO ATTEND AND VOTE AT GENERAL MEETINGS OF THE COMPANY; EVERY HOLDER OF PREFERENCE SHARES WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR BY PROXY OR (BEING A CORPORATION) IS PRESENT BY A DULY AUTHORISED REPRESENTATIVE OR BY PROXY, SHALL HAVE ONE VOTE ON A SHOW OF HANDS AND ON A POLL EVERY HOLDER OF PREFERENCE SHARES SO PRESENT SHALL HAVE ONE VOTE FOR EACH PREFERENCE SHARE HELD BY HIM; B) AS REGARDS DIVIDENDS: IN RESPECT OF ANY DIVIDEND DECLARED ON THE ORDINARY SHARES THE PREFERENCE SHARES SHALL RANK PARI PASSU WITH ALL OTHER SHARES IN THAT RESPECT AND PRO RATA AS IF THE PREFERENCE SHARES HAD BEEN CONVERTED INTO ORDINARY SHARES IN ACCORDANCE WITH THE COMPANY ARTICLES IMMEDIATELY BEFORE THE RECORD DATE IN RESPECT OF THE RELEVANT DIVIDEND BUT OTHERWISE DO NOT ENTITLE THE HOLDERS THEREOF TO ANY DIVIDEND; C) AS REGARDS CAPITAL: ON A RETURN OF ASSETS ON A LIQUIDATION, REDUCTION OF CAPITAL OR OTHERWISE, THE HOLDERS OF THE PREFERENCE SHARES SHALL BE ENTITLED IN RESPECT OF THEIR PREFERENCE SHARES (IN PROPORTION TO THE NUMBER OF SUCH SHARES HELD BY EACH OF THEM) IN PRIORITY TO ALL OTHER SHAREHOLDERS, TO BE PAID OUT OF THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES, THE SUBSCRIPTION PRICE FOR THEIR PREFERENCE SHARES TOGETHER WITH A SUM EQUAL TO ANY ARREARS CALCULATED DOWN TO THE DATE OF THE RETURN OF ASSETS; D) AS REGARDS CONVERSION: ? THE HOLDERS OF PREFERENCE SHARES SHALL BE ENTITLED AT ANY TIME AND FROM TIME TO TIME TO CONVERT ANY OF THE PREFERENCE SHARES HELD BY THEM INTO THE SAME NUMBER OF ORDINARY SHARES (THE RIGHTS HEREBY CONFERRED UPON EACH HOLDER OF PREFERENCE SHARES BEING HEREINAFTER IN THE COMPANY ARTICLES REFERRED TO AS THE ("CONVERSION RIGHTS")); ? THE CONVERSION RIGHTS SHALL BE EXERCISED BY NOTICE IN WRITING TO THE COMPANY SIGNED BY THE RELEVANT HOLDER OF PREFERENCE SHARES AND DELIVERED TOGETHER WITH THE SHARE CERTIFICATE(S) IN RESPECT OF THE HOLDING OF PREFERENCE SHARES, AT THE REGISTERED OFFICE OF THE COMPANY AND SHALL TAKE EFFECT IMMEDIATELY UPON SUCH DELIVERY AND, AS SOON AS IS PRACTICABLE THEREAFTER AND IN ANY EVENT WITHIN 7 DAYS, THE COMPANY SHALL ISSUE TO SUCH HOLDER A CERTIFICATE FOR THE ORDINARY SHARES RESULTING FROM THE EXERCISE OF THE CONVERSION RIGHTS AND, IF APPROPRIATE, A CERTIFICATE FOR ANY PREFERENCE SHARES RETAINED BY SUCH HOLDER; ? ALL OF THE PREFERENCE SHARES SHALL AUTOMATICALLY CONVERT INTO THE SAME NUMBER OF ORDINARY SHARES IN THE EVENT OF A REALISATION WHEREUPON THE HOLDERS OF THE PREFERENCE SHARES SHALL BE BOUND TO DELIVER THE SHARES CERTIFICATE(S) IN RESPECT OF THEIR HOLDINGS OF PREFERENCE SHARES AT THE REGISTERED OFFICE OF THE COMPANY AND AS SOON AS PRACTICABLE THEREAFTER AND IN ANY EVENT WITHIN 7 DAYS, THE COMPANY SHALL GIVE TO SUCH HOLDER A SHARE CERTIFICATE FOR THE ORDINARY SHARES RESULTING FROM SUCH CONVERSION; ? THE ORDINARY SHARES RESULTING FROM THE EXERCISE OF THE CONVERSION RIGHTS SHALL, AS FROM THE DATE OF CONVERSION, RANK PARI PASSU IN ALL RESPECTS WITH THE EXISTING ORDINARY SHARES IN THE CAPITAL OF THE COMPANY.

Statement of Capital (Totals)

<i>Currency</i>	GBP	<i>Total number of shares</i>	4000506
		<i>Total aggregate nominal value</i>	40005060

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Administrator, Administrative Receiver, Receiver, Receiver Manager, CIC Manager.