

DON'T
STAPLE

SH01

Return of allotment of shares



Companies House

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

☐ **What this form is NOT**
You cannot use this form to give notice of shares taken by a company on formation of the company for an allotment of a new class of shares by an unlimited company.

THURSDAY



ACIUPHG3
A18 21/12/2023 #107
COMPANIES HOUSE

1

Company details

Company number 05777758

Company name in full Zoom Holding 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 02 23
To Date 21 02 23

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.

Currency	Class of shares (E.g. Ordinary/Preference etc.)	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
GBP	B Ordinary	127,612	0.01	7.20	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.

Details of non-cash
consideration.

If a PLC, please attach
valuation report (if
appropriate)

N/A

Continuation page
Please use a continuation page if
necessary.

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Statement of capital

Complete the table(s) below to show the issued share capital at the date to which this return is made up.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

Continuation page

Please use a Statement of Capital continuation page if necessary.

Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	Number of shares	Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value	Total aggregate amount unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium
Currency table A				
GBP	A Ordinary	134,201,130	134,201,130.00	
GBP	B Ordinary	127,612	1,276.12	
GBP	A Deferred	1	40,000.00	
Totals		134,328,743	134,242,406.12	0.00

Currency table B				
Totals				

Currency table C				
Totals				

Total issued share capital table			
You must complete this table to show your total issued share capital. Add the totals from all currency tables, including continuation pages.		Total number of shares	Total aggregate nominal value Show different currencies separately. For example: £100 + €100 + \$10
			Total aggregate amount unpaid ❶ Show different currencies separately. For example: £100 + €100 + \$10
Grand total		134,328,743	134,242,406.12
			0

❶ Total aggregate amount unpaid

Enter 0 or 'nil' if the shares are fully paid. We'll assume the shares are fully paid if you leave this blank.

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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 share capital tables in Section 4.

Class of share

A ORDINARY

Prescribed particulars
①

PLEASE SEE CONTINUATION PAGE.

Class of share

B ORDINARY

Prescribed particulars
①

PLEASE SEE CONTINUATION PAGE.

Class of share

A DEFERRED

Prescribed particulars
①

DIVIDEND RIGHTS - HOLDERS OF A DEFERRED SHARES SHALL NOT BE ENTITLED TO PARTICIPATE IN ANY DIVIDEND OR DISTRIBUTION.

RETURN OF CAPITAL - AFTER THE DISTRIBUTION OF THE FIRST £10 BILLION OF ASSETS, THE HOLDERS OF A DEFERRED SHARES SHALL BE ENTITLED TO RECEIVE £0.01 PER DEFERRED SHARE.

VOTING RIGHTS - A DEFERRED SHARES DO NOT CONFER VOTING RIGHTS.

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.

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

DocuSigned by:

Paul Miles

8AEA407FA3D24D1...

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.

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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	Alexander Kelly
Company name	Ropes & Gray International LLP
Address	60 Ludgate Hill
Post town	London
County/Region	
Postcode	E C 4 M 7 A W
Country	United Kingdom
DX	
Telephone	

**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 relevant 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

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.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	A Ordinary	
Prescribed particulars	<p>VOTING - THE SHARES HAVE ATTACHED TO THEM FULL VOTING RIGHTS.</p> <p>DIVIDENDS:</p> <p>IF A DISTRIBUTION OCCURS PRIOR TO THE 2027 VALUATION DATE, THE DIVIDENDS SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF A ORDINARY AND B ORDINARY SHARES, OTHER THAN TO SUCH HOLDERS CLASSIFIED AS LEAVERS, ON A PRO-RATA BASIS AS IF THEY WERE A SINGLE CLASS.</p> <p>IF A DISTRIBUTION OCCURS AFTER THE 2027 VALUATION DATE, THE DIVIDENDS SHALL BE DISTRIBUTED SO THAT:</p> <p>I - THE HOLDERS OF B ORDINARY SHARES WHICH ARE NOT HELD BY BAD LEAVERS OR COMPETING LEAVERS RECEIVE THE 2027 B PERCENTAGE OF SUCH DISTRIBUTION; AND</p> <p>II - THE HOLDERS OF A ORDINARY AND BAD OR COMPETING LEAVERS WHO HOLD B ORDINARY SHARES RECEIVE THE BALANCE, WITH SUCH A ORDINARY AND B ORDINARY SHARES RANKED PARI-PASSU AS IF THEY CONSTITUTED A SINGLE CLASS</p> <p>IN EACH CASE ON A PRO-RATA BASIS.</p> <p>RETURN OF CAPITAL:</p> <p>IF THE APPLICABLE CONDITIONS (AS DEFINED IN THE ARTICLES) HAVE BEEN MET, THE RELEVANT ASSETS SHALL FIRST BE DISTRIBUTED TO THE HOLDERS OF B ORDINARY SHARES UP TO THE AGGREGATE AMOUNT OF CAPPED RETURN AND THEREAFTER TO THE HOLDERS OF A ORDINARY SHARES AND THE HOLDERS OF ANY OTHER CLASS OF EQUITY SHARE PARI-PASSU ON A PRO-RATA BASIS.</p> <p>IF THE APPLICABLE CONDITIONS HAVE NOT BEEN MET AND THE RETURN OF CAPITAL OCCURS AFTER THE 2027 VALUATION DATE, THE RELEVANT ASSETS SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF A ORDINARY AND B ORDINARY SHARES ON A PRO-RATA BASIS AS IF THEY WERE A SINGLE CLASS.</p> <p>IF THE APPLICABLE CONDITIONS HAVE NOT BEEN MET AND THE RETURN OF CAPITAL OCCURS AFTER THE 2027 VALUATION DATE, THE RELEVANT ASSETS SHALL BE DISTRIBUTED SO THAT:</p> <p>i - THE B ORDINARY SHARES WHICH ARE NOT HELD BY BAD LEAVERS OR COMPETING LEAVERS RECEIVE THE 2027 B PERCENTAGE OF SUCH AMOUNT; AND</p> <p>ii - THE HOLDERS OF A ORDINARY SHARES AND BAD OR COMPETING LEAVERS WHO HOLD B ORDINARY SHARES RECEIVE THE BALANCE, WITH SUCH A ORDINARY SHARES AND B ORDINARY SHARES RANKED PARI-PASSU AS IF THEY CONSTITUTED A SINGLE CLASS.</p> <p>IN EACH CASE ON A PRO-RATA BASIS.</p>	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	B Ordinary	
Prescribed particulars	<p>VOTING - B ORDINARY SHARES DO NOT CONFER VOTING RIGHTS.</p> <p>DIVIDENDS:</p> <p>IF A DISTRIBUTION OCCURS PRIOR TO THE 2027 VALUATION DATE, THE DIVIDENDS SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF A ORDINARY AND B ORDINARY SHARES, OTHER THAN TO SUCH HOLDERS CLASSIFIED AS LEAVERS, ON A PRO-RATA BASIS AS IF THEY WERE A SINGLE CLASS.</p> <p>IF A DISTRIBUTION OCCURS AFTER THE 2027 VALUATION DATE, THE DIVIDENDS SHALL BE DISTRIBUTED SO THAT:</p> <p>I - THE HOLDERS OF B ORDINARY SHARES WHICH ARE NOT HELD BY BAD LEAVERS OR COMPETING LEAVERS RECEIVE THE 2027 B PERCENTAGE OF SUCH DISTRIBUTION; AND</p> <p>II - THE HOLDERS OF A ORDINARY SHARES AND BAD OR COMPETING LEAVERS WHO HOLD B ORDINARY SHARES RECEIVE THE BALANCE, WITH SUCH A ORDINARY AND B ORDINARY SHARES RANKED PARI-PASSU AS IF THEY CONSTITUTED A SINGLE CLASS</p> <p>IN EACH CASE ON A PRO-RATA BASIS.</p> <p>RETURN OF CAPITAL:</p> <p>IF THE APPLICABLE CONDITIONS (AS DEFINED IN THE ARTICLES) HAVE BEEN MET, THE RELEVANT ASSETS SHALL FIRST BE DISTRIBUTED TO THE HOLDERS OF B ORDINARY SHARES UP TO THE AGGREGATE AMOUNT OF CAPPED RETURN AND THEREAFTER TO THE HOLDERS OF A ORDINARY SHARES AND THE HOLDERS OF ANY OTHER CLASS OF EQUITY SHARE PARI-PASSU ON A PRO-RATA BASIS.</p> <p>IF THE APPLICABLE CONDITIONS HAVE NOT BEEN MET AND THE RETURN OF CAPITAL OCCURS AFTER THE 2027 VALUATION DATE, THE RELEVANT ASSETS SHALL BE DISTRIBUTED AMONST THE HOLDERS OF A ORDINARY AND B ORDINARY SHARES ON A PRO-RATA BASIS AS IF THEY WERE A SINGLE CLASS.</p> <p>IF THE APPLICABLE CONDITIONS HAVE NOT BEEN MET AND THE RETURN OF CAPITAL OCCURS AFTER THE 2027 VALUATION DATE, THE RELEVANT ASSETS SHALL BE DISTRIBUTED SO THAT:</p> <p>i - THE HOLDERS OF B ORDINARY SHARES WHICH ARE NOT HELD BY BAD LEAVERS OR COMPETING LEAVERS RECEIVE THE 2027 B PERCENTAGE OF SUCH AMOUNT; AND</p> <p>ii - THE HOLDERS OF A ORDINARY SHARES AND BAD OR COMPETING LEAVERS WHO HOLD B ORDINARY SHARES RECEIVE THE BALANCE, WITH SUCH A ORDINARY SHARES AND B ORDINARY SHARES RANKED PARI-PASSU AS IF THEY CONSTITUTED A SINGLE CLASS.</p> <p>IN EACH CASE ON A PRO-RATA BASIS.</p>	