

# SH01

laserform

## Return of allotment of shares



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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 for  
notice of shares taken  
on formation of the company  
for an allotment of a new  
share by an unlimited



\*A5FU54PD\*  
A14 19/09/2016 #59  
COMPANIES HOUSE  
\*A5DWWEUZ\*  
A03 22/08/2016 #72  
COMPANIES HOUSE  
\*A5CPANH\*  
A23 05/08/2016 #314  
COMPANIES HOUSE

### 1 Company details

Company number 6 0 1 3 9 8 0  
Company name in full Import Fashion Solutions 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 ①

From Date d 1 d 5 m 0 m 7 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.

Currency ②	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	A Preferred Ordinary	1290	0.01	258.393978302326581	
GBP	C Ordinary	1451	0.01	0.01	

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

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'.

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
<b>Currency table A</b>				
	See continuation page			
	<b>Totals</b>			
<b>Currency table B</b>				
	<b>Totals</b>			
<b>Currency table C</b>				
	<b>Totals</b>			
		<b>Total number of shares</b>	<b>Total aggregate nominal value ①</b>	<b>Total aggregate amount unpaid ①</b>
<b>Totals (including continuation pages)</b>		26812	268.12	0.00

① Please list total aggregate values in different currencies separately.  
For example: £100 + €100 + \$10 etc.

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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

Please see continuation page

Prescribed particulars

①

Class of share

Please see continuation page

Prescribed particulars

①

Class of share

Please see continuation page

Prescribed particulars

①

**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



X

This form may be signed by:

Director ②, Secretary, Person authorised ③, 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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## Statement of capital

Totals	26812	268.12	0.00
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## Return of allotment of shares

### 5 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	A Ordinary
Prescribed particulars	<p><b>Income/ Dividend</b></p> <p>The holders of A Ordinary Shares as a class shall be entitled to receive, in priority to the holders of the B Ordinary Shares, the C Ordinary Shares and the D Ordinary Shares and B Preferred Shares in respect of each financial year from and including the financial year ending on 31 January 2021, a cumulative preferential net cash dividend (the "Long Term Dividend") of a sum which is equal to the higher of (a) the Minimum Fixed Return; and (b) 10% of the Net Profits.</p> <p>Subject to payment of the Long Term Dividend and subject to other considerations, the holders of the Equity Shares (being the A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares and the A Preferred Shares) as a class shall be entitled to receive a dividend (the "Performance Dividend") which shall be distributed amongst the holders of the Equity Shares pro rata according to the number of Equity Shares and shall be of such amount as would provide the B Ordinary Shares held by Stephen Buck and Claire Buck with an aggregate net amount of £250,000 per annum (after any taxation payable in respect of the Performance Dividend to Stephen Buck and Claire Buck).</p> <p>Further distributions - Subject to Investor Consent (prior written consent of BGF), the balance of any profits resolved to be distributed shall be distributed amongst the holders of the Equity Shares pro rata according to the number of Equity Shares held.</p> <p><b>Capital</b></p> <p>On an Exit (a Sale, a Disposal, a Liquidation or a Listing ) or a return of capital of the Company (other than a redemption of shares or the purchase by the Company of its own shares), the surplus assets and retained profits of the Company after payment of all liabilities (other than arrears and accruals of Long Term Dividend and Performance Dividend) and available for distribution among the shareholders or proceeds of the Exit (in each case the "Exit Proceeds") will be applied: (a) If the Capitalisation Value is equal to or less than the A Ordinary Threshold, then the Exit Proceeds shall be distributed to the A Preferred Shares and the amount to be paid will be The Super Preferred Return Amount, to the preferred ordinary shares, the preferred return amount less, in respect of the holdings of the A Preferred Shares, the Super Preferred Return Amount, to the A Ordinary Shares and the amount to be paid will be amounts credited as Paid Up on all issued A Ordinary Shares, together with an amount equal to all arrears and accruals of Long Term Dividend, to the A Preferred Shares, A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares amounts will be paid are to be all arrears and accruals of the Performance Dividend will be distributed pro rata amongst the holders of the A Preferred Shares, A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares (as if such shares constituted one and the same class) and the B Ordinary Shares, C Ordinary Shares and D Ordinary Shares shall be paid the balance of Exit Proceeds will be distributed pro rata amongst the holders of B Ordinary Shares, C Ordinary Shares and D Ordinary Shares (as if such shares constituted one and the same class); (B) If the Capitalisation Value is greater than the A Ordinary Threshold then the holders of the B Preferred Shares will receive the B Preferred Return and the remaining Exit Proceeds (less the B Preferred Return), will be distributed among the holders of the Equity Shares. The A Share Per Cent shall be allocated to the holders of the A Ordinary Shares and the A Preferred Shares pro rata, the B Share Per Cent Value shall be allocated to the holders of the B Ordinary Shares pro rata, the C Share Per Cent Value shall be allocated to the holders of the C Ordinary Shares pro rata; and the D Share Per Cent, shall be allocated to the holders of the D Ordinary Shares pro rata. Please note, where the A Share Per Cent, is the percentage that the A</p>

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### Statement of capital (prescribed particulars of rights attached to shares)

Class of share	A Ordinary
Prescribed particulars	<p>Ordinary Shares and the A Preferred Shares bear to the total issued and to be issued Equity Shares minus 75% of the Additional C Share Percentage (if any);</p> <p>the C Share Per Cent. is (save as provided below) 10 (ten) %; the D Share Per Cent. is 1(one)%; and the B Share Per Cent. is 100% less the aggregate of the A Share Per Cent., the C Share Per Cent. and the D Share Per Cent.</p> <p><b>Voting</b></p> <p>Subject to Articles 3.4(a)(ii), 3.4(a)(iii), 3.4(b), 8.7 and 9.1(e), the holders of the Equity Shares (the A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares and the A Preferred Shares) shall have the right to receive notice of and attend and vote and speak at any general meeting of the Company and shall be entitled to vote on any written resolution of the Company. Save, in each case, as provided otherwise in the CA2006, each such holder present in person or by proxy or by representative shall be entitled on a show of hands to one vote and on a poll or written resolution to one vote for each Equity Share held by him.</p> <p>Subject to Articles 3.4(b) and 18.5, the voting rights conferred on the holders of the A Ordinary Shares and on the holders of A Preferred Shares who also hold A Ordinary Shares pursuant to Article 3.4(a)(i) shall be restricted in aggregate to the lower of 40% of the voting rights attaching to all shares and the number of votes allocated pursuant to Article 3.4(a)(i) and the percentage of voting rights held by the B Ordinary Shares and the D Ordinary Shares shall be reduced accordingly pro rata.</p> <p><b>Enhanced Voting</b></p> <p>If any Enhanced Voting Event occurs then BGF may serve written notice on the Company of the Enhanced Voting Event requiring that BGF's voting rights shall be increased from the date such notice is served, and until such notice has been withdrawn by BGF the voting rights attaching to the A Ordinary Shares shall be increased to 51% of the voting rights attaching to all the shares in the capital of the Company, PROVIDED ALWAYS THAT Claire Buck and Stephen Buck shall each be entitled to such number of votes in respect of their holdings of shares as would result in each of them being able to cast 5% of the total votes to be cast on the relevant poll and the balance of the votes shall be allocated in proportion to the numbers of shares held by the remaining members.</p> <p>The shares do not confer any rights of redemption.</p>

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### Statement of capital (prescribed particulars of rights attached to shares)

Class of share	B Ordinary	
Prescribed particulars	<p><b>Income/ Dividend</b></p> <p>The holders of A Ordinary Shares as a class shall be entitled to receive, in priority to the holders of the B Ordinary Shares, the C Ordinary Shares and the D Ordinary Shares and B Preferred Shares in respect of each financial year from and including the financial year ending on 31 January 2021, a cumulative preferential net cash dividend (the "Long Term Dividend") of a sum which is equal to the higher of (a) the Minimum Fixed Return; and (b) 10% of the Net Profits.</p> <p>Subject to payment of the Long Term Dividend and subject to other considerations, the holders of the Equity Shares (being the A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares and the A Preferred Shares) as a class shall be entitled to receive a dividend (the "Performance Dividend") which shall be distributed amongst the holders of the Equity Shares pro rata according to the number of Equity Shares and shall be of such amount as would provide the B Ordinary Shares held by Stephen Buck and Claire Buck with an aggregate net amount of £250,000 per annum (after any taxation payable in respect of the Performance Dividend to Stephen Buck and Claire Buck).</p> <p>Further distributions - Subject to Investor Consent (prior written consent of BGF), the balance of any profits resolved to be distributed shall be distributed amongst the holders of the Equity Shares pro rata according to the number of Equity Shares held.</p> <p><b>Capital</b></p> <p>On an Exit (a Sale, a Disposal, a Liquidation or a Listing ) or a return of capital of the Company (other than a redemption of shares or the purchase by the Company of its own shares), the surplus assets and retained profits of the Company after payment of all liabilities (other than arrears and accruals of Long Term Dividend and Performance Dividend) and available for distribution among the shareholders or proceeds of the Exit (in each case the "Exit Proceeds") will be applied: (a) If the Capitalisation Value is equal to or less than the A Ordinary Threshold, then the Exit Proceeds shall be distributed to the A Preferred Shares and the amount to be paid will be The Super Preferred Return Amount, to the preferred ordinary shares, the preferred return amount less, in respect of the holdings of the A Preferred Shares, the Super Preferred Return Amount. to the A Ordinary Shares and the amount to be paid will be amounts credited as Paid Up on all issued A Ordinary Shares, together with an amount equal to all arrears and accruals of Long Term Dividend, to the A Preferred Shares, A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares amounts will be paid are</p>	

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### Statement of capital (prescribed particulars of rights attached to shares)

Class of share	B Ordinary
Prescribed particulars	<p>to be all arrears and accruals of the Performance Dividend will be distributed pro rata amongst the holders of the A Preferred Shares, A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares (as if such shares constituted one and the same class) and the B Ordinary Shares, C Ordinary Shares and D Ordinary Shares shall be paid the balance of Exit Proceeds will be distributed pro rata amongst the holders of B Ordinary Shares, C Ordinary Shares and D Ordinary Shares (as if such shares constituted one and the same class); (B) If the Capitalisation Value is greater than the A Ordinary Threshold then the holders of the B Preferred Shares will receive the B Preferred Return and the remaining Exit Proceeds (less the B Preferred Return), will be distributed among the holders of the Equity Shares. The A Share Per Cent shall be allocated to the holders of the A Ordinary Shares and the A Preferred Shares pro rata, the B Share Per Cent Value shall be allocated to the holders of the B Ordinary Shares pro rata, the C Share Per Cent. Value shall be allocated to the holders of the C Ordinary Shares pro rata; and the D Share Per Cent. shall be allocated to the holders of the D Ordinary Shares pro rata. Please note, where the A Share Per Cent. is the percentage that the A Ordinary Shares and the A Preferred Shares bear to the total issued and to be issued Equity Shares minues 75% of the Additional C Share Percentage (if any); the C Share Per Cent. is (save as provided below) 10 (ten)%; the D Share Per Cent. is 1(one)%; and the B Share Per Cent. is 100% less the aggregate of the A Share Per Cent., the C Share Per Cent. and the D Share Per Cent.</p> <p><b>Voting</b></p> <p>Subject to Articles 3.4(a)(ii), 3.4(a)(iii), 3.4(b), 8.7 and 9.1(e), the holders of the Equity Shares (the A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares and the A Preferred Shares) shall have the right to receive notice of and attend and vote and speak at any general meeting of the Company and shall be entitled to vote on any written resolution of the Company. Save, in each case, as provided otherwise in the CA2006, each such holder present in person or by proxy or by representative shall be entitled on a show of hands to one vote and on a poll or written resolution to one vote for each Equity Share held by him.</p> <p>Subject to Articles 3.4(b) and 18.5, the voting rights conferred on the holders of the A Ordinary Shares and on the holders of A Preferred Shares who also hold A Ordinary Shares pursuant to Article 3.4(a)(i) shall be restricted in aggregate to the lower of 40% of the voting rights attaching to all shares and the number of votes allocated pursuant to Article 3.4(a)(i) and the percentage of voting rights held by the B Ordinary Shares and the D Ordinary Shares shall be reduced accordingly pro rata.</p> <p><b>Enhanced Voting</b></p> <p>If any Enhanced Voting Event occurs then BGF may serve written notice on the Company of the Enhanced Voting Event requiring that BGF's voting rights shall be increased from the date such notice is served, and until such notice has been withdrawn by BGF the voting rights attaching to the A Ordinary Shares shall be increased to 51% of the voting rights attaching to all the shares in the capital of the Company, PROVIDED ALWAYS THAT Claire Buck and Stephen Buck shall each be entitled to such number of votes in respect of their holdings of shares as would result i</p>



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### Statement of capital (prescribed particulars of rights attached to shares)

Class of share	B Ordinary	
Prescribed particulars	<p>in each of them being able to cast 5% of the total votes to be cast on the relevant poll and the balance of the votes shall be allocated in proportion to the numbers of shares held by the remaining members.</p> <p>The shares do no confer any rights of redemption.</p>	

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### Statement of capital (prescribed particulars of rights attached to shares)

Class of share	C Ordinary
Prescribed particulars	<p><b>Income/ Dividend</b></p> <p>The holders of A Ordinary Shares as a class shall be entitled to receive, in priority to the holders of the B Ordinary Shares, the C Ordinary Shares and the D Ordinary Shares and B Preferred Shares in respect of each financial year from and including the financial year ending on 31 January 2021, a cumulative preferential net cash dividend (the "Long Term Dividend") of a sum which is equal to the higher of (a) the Minimum Fixed Return; and (b) 10% of the Net Profits.</p> <p>Subject to payment of the Long Term Dividend and subject to other considerations, the holders of the Equity Shares (being the A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares and the A Preferred Shares) as a class shall be entitled to receive a dividend (the "Performance Dividend") which shall be distributed amongst the holders of the Equity Shares pro rata according to the number of Equity Shares and shall be of such amount as would provide the B Ordinary Shares held by Stephen Buck and Claire Buck with an aggregate net amount of £250,000 per annum (after any taxation payable in respect of the Performance Dividend to Stephen Buck and Claire Buck).</p> <p>Further distributions - Subject to Investor Consent (prior written consent of BGF), the balance of any profits resolved to be distributed shall be distributed amongst the holders of the Equity Shares pro rata according to the number of Equity Shares held.</p> <p><b>Capital</b></p> <p>On an Exit (a Sale, a Disposal, a Liquidation or a Listing ) or a return of capital of the Company (other than a redemption of shares or the purchase by the Company of its own shares), the surplus assets and retained profits of the Company after payment of all liabilities (other than arrears and accruals of Long Term Dividend and Performance Dividend) and available for distribution among the shareholders or proceeds of the Exit (in each case the "Exit Proceeds") will be applied: (a) If the Capitalisation Value is equal to or less than the A Ordinary Threshold, then the Exit Proceeds shall be distributed to the A Preferred Shares and the amount to be paid will be The Super Preferred Return Amount, to the preferred ordinary shares, the preferred return amount less, in respect of the holdings of the A Preferred Shares, the Super Preferred Return Amount. to the A Ordinary Shares and the amount to be paid will be amounts credited as Paid Up on all issued A Ordinary Shares, together with an amount equal to all arrears and accruals of Long Term Dividend, to the A Preferred Shares, A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares amounts will be paid are</p>

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### Statement of capital (prescribed particulars of rights attached to shares)

Class of share	C Ordinary
Prescribed particulars	<p>to be all arrears and accruals of the Performance Dividend will be distributed pro rata amongst the holders of the A Preferred Shares, A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares (as if such shares constituted one and the same class) and the B Ordinary Shares, C Ordinary Shares and D Ordinary Shares shall be paid the balance of Exit Proceeds will be distributed pro rata amongst the holders of B Ordinary Shares, C Ordinary Shares and D Ordinary Shares (as if such shares constituted one and the same class); (B) If the Capitalisation Value is greater than the A Ordinary Threshold then the holders of the B Preferred Shares will receive the B Preferred Return and the remaining Exit Proceeds (less the B Preferred Return), will be distributed among the holders of the Equity Shares. The A Share Per Cent shall be allocated to the holders of the A Ordinary Shares and the A Preferred Shares pro rata, the B Share Per Cent Value shall be allocated to the holders of the B Ordinary Shares pro rata, the C Share Per Cent. Value shall be allocated to the holders of the C Ordinary Shares pro rata; and the D Share Per Cent. shall be allocated to the holders of the D Ordinary Shares pro rata. Please note, where the A Share Per Cent. is the percentage that the A Ordinary Shares and the A Preferred Shares bear to the total issued and to be issued Equity Shares minues 75% of the Additional C Share Percentage (if any); the C Share Per Cent. is (save as provided below) 10 (ten)%; the D Share Per Cent. is 1(one)%; and the B Share Per Cent. is 100% less the aggregate of the A Share Per Cent., the C Share Per Cent. and the D Share Per Cent.</p> <p><b>Voting</b></p> <p>Subject to Articles 3.4(a)(ii), 3.4(a)(iii), 3.4(b), 8.7 and 9.1(e), the holders of the Equity Shares (the A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares and the A Preferred Shares) shall have the right to receive notice of and attend and vote and speak at any general meeting of the Company and shall be entitled to vote on any written resolution of the Company. Save, in each case, as provided otherwise in the CA2006, each such holder present in person or by proxy or by representative shall be entitled on a show of hands to one vote and on a poll or written resolution to one vote for each Equity Share held by him.</p> <p>Subject to Articles 3.4(b) and 18.5, the voting rights conferred on the holders of the A Ordinary Shares and on the holders of A Preferred Shares who also hold A Ordinary Shares pursuant to Article 3.4(a)(i) shall be restricted in aggregate to the lower of 40% of the voting rights attaching to all shares and the number of votes allocated pursuant to Article 3.4(a)(i) and the percentage of voting rights held by the B Ordinary Shares and the D Ordinary Shares shall be reduced accordingly pro rata.</p> <p><b>Enhanced Voting</b></p> <p>If any Enhanced Voting Event occurs then BGF may serve written notice on the Company of the Enhanced Voting Event requiring that BGF's voting rights shall be increased from the date such notice is served, and until such notice has been withdrawn by BGF the voting rights attaching to the A Ordinary Shares shall be increased to 51% of the voting rights attaching to all the shares in the capital of the Company, PROVIDED ALWAYS THAT Claire Buck and Stephen Buck shall each be entitled to such number of votes in respect of their holdings of shares as would result in</p>

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### Statement of capital (prescribed particulars of rights attached to shares)

Class of share	C Ordinary	
Prescribed particulars	<p>In each of them being able to cast 5% of the total votes to be cast on the relevant poll and the balance of the votes shall be allocated in proportion to the numbers of shares held by the remaining members.</p> <p>The shares do no confer any rights of redemption.</p>	

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### Statement of capital (prescribed particulars of rights attached to shares)

Class of share	D Ordinary
Prescribed particulars	<p><b>Income/ Dividend</b></p> <p>The holders of A Ordinary Shares as a class shall be entitled to receive, in priority to the holders of the B Ordinary Shares, the C Ordinary Shares and the D Ordinary Shares and B Preferred Shares in respect of each financial year from and including the financial year ending on 31 January 2021, a cumulative preferential net cash dividend (the "Long Term Dividend") of a sum which is equal to the higher of (a) the Minimum Fixed Return; and (b) 10% of the Net Profits.</p> <p>Subject to payment of the Long Term Dividend and subject to other considerations, the holders of the Equity Shares (being the A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares and the A Preferred Shares) as a class shall be entitled to receive a dividend (the "Performance Dividend") which shall be distributed amongst the holders of the Equity Shares pro rata according to the number of Equity Shares and shall be of such amount as would provide the B Ordinary Shares held by Stephen Buck and Claire Buck with an aggregate net amount of £250,000 per annum (after any taxation payable in respect of the Performance Dividend to Stephen Buck and Claire Buck).</p> <p>Further distributions - Subject to Investor Consent (prior written consent of BGF), the balance of any profits resolved to be distributed shall be distributed amongst the holders of the Equity Shares pro rata according to the number of Equity Shares held.</p> <p><b>Capital</b></p> <p>On an Exit (a Sale, a Disposal, a Liquidation or a Listing ) or a return of capital of the Company (other than a redemption of shares or the purchase by the Company of its own shares), the surplus assets and retained profits of the Company after payment of all liabilities (other than arrears and accruals of Long Term Dividend and Performance Dividend) and available for distribution among the shareholders or proceeds of the Exit (in each case the "Exit Proceeds") will be applied: (a) If the Capitalisation Value is equal to or less than the A Ordinary Threshold, then the Exit Proceeds shall be distributed to the A Preferred Shares and the amount to be paid will be The Super Preferred Return Amount, to the preferred ordinary shares, the preferred return amount less, in respect of the holdings of the A Preferred Shares, the Super Preferred Return Amount. to the A Ordinary Shares and the amount to be paid will be amounts credited as Paid Up on all issued A Ordinary Shares, together with an amount equal to all arrears and accruals of Long Term Dividend, to the A Preferred Shares, A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares amounts will be paid are</p>

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### Statement of capital (prescribed particulars of rights attached to shares)

Class of share	D Ordinary
Prescribed particulars	<p>to be all arrears and accruals of the Performance Dividend will be distributed pro rata amongst the holders of the A Preferred Shares, A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares (as if such shares constituted one and the same class) and the B Ordinary Shares, C Ordinary Shares and D Ordinary Shares shall be paid the balance of Exit Proceeds will be distributed pro rata amongst the holders of B Ordinary Shares, C Ordinary Shares and D Ordinary Shares (as if such shares constituted one and the same class); (B) If the Capitalisation Value is greater than the A Ordinary Threshold then the holders of the B Preferred Shares will receive the B Preferred Return and the remaining Exit Proceeds (less the B Preferred Return), will be distributed among the holders of the Equity Shares. The A Share Per Cent shall be allocated to the holders of the A Ordinary Shares and the A Preferred Shares pro rata, the B Share Per Cent Value shall be allocated to the holders of the B Ordinary Shares pro rata, the C Share Per Cent. Value shall be allocated to the holders of the C Ordinary Shares pro rata; and the D Share Per Cent. shall be allocated to the holders of the D Ordinary Shares pro rata. Please note, where the A Share Per Cent. is the percentage that the A Ordinary Shares and the A Preferred Shares bear to the total issued and to be issued Equity Shares minus 75% of the Additional C Share Percentage (if any); the C Share Per Cent. is (save as provided below) 10 (ten)%; the D Share Per Cent. is 1(one)%; and the B Share Per Cent. is 100% less the aggregate of the A Share Per Cent., the C Share Per Cent. and the D Share Per Cent.</p> <p><b>Voting</b></p> <p>Subject to Articles 3.4(a)(ii), 3.4(a)(iii), 3.4(b), 8.7 and 9.1(e), the holders of the Equity Shares (the A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares and the A Preferred Shares) shall have the right to receive notice of and attend and vote and speak at any general meeting of the Company and shall be entitled to vote on any written resolution of the Company. Save, in each case, as provided otherwise in the CA2006, each such holder present in person or by proxy or by representative shall be entitled on a show of hands to one vote and on a poll or written resolution to one vote for each Equity Share held by him.</p> <p>Subject to Articles 3.4(b) and 18.5, the voting rights conferred on the holders of the A Ordinary Shares and on the holders of A Preferred Shares who also hold A Ordinary Shares pursuant to Article 3.4(a)(i) shall be restricted in aggregate to the lower of 40% of the voting rights attaching to all shares and the number of votes allocated pursuant to Article 3.4(a)(i) and the percentage of voting rights held by the B Ordinary Shares and the D Ordinary Shares shall be reduced accordingly pro rata.</p> <p><b>Enhanced Voting</b></p> <p>If any Enhanced Voting Event occurs then BGF may serve written notice on the Company of the Enhanced Voting Event requiring that BGF's voting rights shall be increased from the date such notice is served, and until such notice has been withdrawn by BGF the voting rights attaching to the A Ordinary Shares shall be increased to 51% of the voting rights attaching to all the shares in the capital of the Company, PROVIDED ALWAYS THAT Claire Buck and Stephen Buck shall each be entitled to such number of votes in respect of their holdings of shares as would result in</p>

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Return of allotment of shares

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## Statement of capital (prescribed particulars of rights attached to shares)

Class of share	D Ordinary	
Prescribed particulars	<p>in each of them being able to cast 5% of the total votes to be cast on the relevant poll and the balance of the votes shall be allocated in proportion to the numbers of shares held by the remaining members.</p> <p>The shares do no confer any rights of redemption.</p>	

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## Return of allotment of shares

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### Statement of capital (prescribed particulars of rights attached to shares)

Class of share	A Preferred Ordinary
Prescribed particulars	<p><b>Income/ Dividend</b></p> <p>The holders of A Ordinary Shares as a class shall be entitled to receive, in priority to the holders of the B Ordinary Shares, the C Ordinary Shares and the D Ordinary Shares and B Preferred Shares in respect of each financial year from and including the financial year ending on 31 January 2021, a cumulative preferential net cash dividend (the "Long Term Dividend") of a sum which is equal to the higher of (a) the Minimum Fixed Return; and (b) 10% of the Net Profits.</p> <p>Subject to payment of the Long Term Dividend and subject to other considerations, the holders of the Equity Shares (being the A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares and the A Preferred Shares) as a class shall be entitled to receive a dividend (the "Performance Dividend") which shall be distributed amongst the holders of the Equity Shares pro rata according to the number of Equity Shares and shall be of such amount as would provide the B Ordinary Shares held by Stephen Buck and Claire Buck with an aggregate net amount of £250,000 per annum (after any taxation payable in respect of the Performance Dividend to Stephen Buck and Claire Buck).</p> <p>Further distributions - Subject to Investor Consent (prior written consent of BGF), the balance of any profits resolved to be distributed shall be distributed amongst the holders of the Equity Shares pro rata according to the number of Equity Shares held.</p> <p><b>Capital</b></p> <p>On an Exit (a Sale, a Disposal, a Liquidation or a Listing) or a return of capital of the Company (other than a redemption of shares or the purchase by the Company of its own shares), the surplus assets and retained profits of the Company after payment of all liabilities (other than arrears and accruals of Long Term Dividend and Performance Dividend) and available for distribution among the shareholders or proceeds of the Exit (in each case the "Exit Proceeds") will be applied: (a) If the Capitalisation Value is equal to or less than the A Ordinary Threshold, then the Exit Proceeds shall be distributed to the A Preferred Shares and the amount to be paid will be The Super Preferred Return Amount, to the preferred ordinary shares, the preferred return amount less, in respect of the holdings of the A Preferred Shares, the Super Preferred Return Amount. to the A Ordinary Shares and the amount to be paid will be amounts credited as Paid Up on all issued A Ordinary Shares, together with an amount equal to all arrears and accruals of Long Term Dividend, to the A Preferred Shares, A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares amounts will be paid are</p>



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## Return of allotment of shares

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### Statement of capital (prescribed particulars of rights attached to shares)

Class of share	A Preferred Ordinary
Prescribed particulars	<p>to be all arrears and accruals of the Performance Dividend will be distributed pro rata amongst the holders of the A Preferred Shares, A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares (as if such shares constituted one and the same class) and the B Ordinary Shares, C Ordinary Shares and D Ordinary Shares shall be paid the balance of Exit Proceeds will be distributed pro rata amongst the holders of B Ordinary Shares, C Ordinary Shares and D Ordinary Shares (as if such shares constituted one and the same class); (B) If the Capitalisation Value is greater than the A Ordinary Threshold then the holders of the B Preferred Shares will receive the B Preferred Return and the remaining Exit Proceeds (less the B Preferred Return), will be distributed among the holders of the Equity Shares. The A Share Per Cent shall be allocated to the holders of the A Ordinary Shares and the A Preferred Shares pro rata, the B Share Per Cent Value shall be allocated to the holders of the B Ordinary Shares pro rata, the C Share Per Cent. Value shall be allocated to the holders of the C Ordinary Shares pro rata; and the D Share Per Cent. shall be allocated to the holders of the D Ordinary Shares pro rata. Please note, where the A Share Per Cent. is the percentage that the A Ordinary Shares and the A Preferred Shares bear to the total issued and to be issued Equity Shares minues 75% of the Additional C Share Percentage (if any); the C Share Per Cent. is (save as provided below) 10 (ten)%; the D Share Per Cent. is 1(one)%; and the B Share Per Cent. is 100% less the aggregate of the A Share Per Cent., the C Share Per Cent. and the D Share Per Cent.</p> <p><b>Voting</b></p> <p>Subject to Articles 3.4(a)(ii), 3.4(a)(iii), 3.4(b), 8.7 and 9.1(e), the holders of the Equity Shares (the A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares and the A Preferred Shares) shall have the right to receive notice of and attend and vote and speak at any general meeting of the Company and shall be entitled to vote on any written resolution of the Company. Save, in each case, as provided otherwise in the CA2006, each such holder present in person or by proxy or by representative shall be entitled on a show of hands to one vote and on a poll or written resolution to one vote for each Equity Share held by him.</p> <p>Subject to Articles 3.4(b) and 18.5, the voting rights conferred on the holders of the A Ordinary Shares and on the holders of A Preferred Shares who also hold A Ordinary Shares pursuant to Article 3.4(a)(i) shall be restricted in aggregate to the lower of 40% of the voting rights attaching to all shares and the number of votes allocated pursuant to Article 3.4(a)(i) and the percentage of voting rights held by the B Ordinary Shares and the D Ordinary Shares shall be reduced accordingly pro rata.</p> <p><b>Enhanced Voting</b></p> <p>If any Enhanced Voting Event occurs then BGF may serve written notice on the Company of the Enhanced Voting Event requiring that BGF's voting rights shall be increased from the date such notice is served, and until such notice has been withdrawn by BGF the voting rights attaching to the A Ordinary Shares shall be increased to 51% of the voting rights attaching to all the shares in the capital of the Company, PROVIDED ALWAYS THAT Claire Buck and Stephen Buck shall each be entitled to such number of votes in respect of their holdings of shares as would result i</p>

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Return of allotment of shares

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Statement of capital (prescribed particulars of rights attached to shares)

Class of share	A Preferred Ordinary	
Prescribed particulars	<p>In each of them being able to cast 5% of the total votes to be cast on the relevant poll and the balance of the votes shall be allocated in proportion to the numbers of shares held by the remaining members.</p> <p>The shares do no confer any rights of redemption.</p>	

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## Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	B Preferred Ordinary	
Prescribed particulars	<p><b>Income/ Dividend</b></p> <p>The holders of A Ordinary Shares as a class shall be entitled to receive, in priority to the holders of the B Ordinary Shares, the C Ordinary Shares and the D Ordinary Shares and B Preferred Shares in respect of each financial year from and including the financial year ending on 31 January 2021, a cumulative preferential net cash dividend (the "Long Term Dividend") of a sum which is equal to the higher of (a) the Minimum Fixed Return; and (b) 10% of the Net Profits.</p> <p>Subject to payment of the Long Term Dividend and subject to other considerations, the holders of the Equity Shares (being the A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares and the A Preferred Shares) as a class shall be entitled to receive a dividend (the "Performance Dividend") which shall be distributed amongst the holders of the Equity Shares pro rata according to the number of Equity Shares and shall be of such amount as would provide the B Ordinary Shares held by Stephen Buck and Claire Buck with an aggregate net amount of £250,000 per annum (after any taxation payable in respect of the Performance Dividend to Stephen Buck and Claire Buck).</p> <p>Further distributions - Subject to Investor Consent (prior written consent of BGF), the balance of any profits resolved to be distributed shall be distributed amongst the holders of the Equity Shares pro rata according to the number of Equity Shares held.</p> <p><b>Capital</b></p> <p>On an Exit (a Sale, a Disposal, a Liquidation or a Listing ) or a return of capital of the Company (other than a redemption of shares or the purchase by the Company of its own shares), the surplus assets and retained profits of the Company after payment of all liabilities (other than arrears and accruals of Long Term Dividend and Performance Dividend) and available for distribution among the shareholders or proceeds of the Exit (in each case the "Exit Proceeds") will be applied: (a) If the Capitalisation Value is equal to or less than the A Ordinary Threshold, then the Exit Proceeds shall be distributed to the A Preferred Shares and the amount to be paid will be The Super Preferred Return Amount, to the preferred ordinary shares, the preferred return amount less, in respect of the holdings of the A Preferred Shares, the Super Preferred Return Amount, to the A Ordinary Shares and the amount to be paid will be amounts credited as Paid Up on all issued A Ordinary Shares, together with an amount equal to all arrears and accruals of Long Term Dividend, to the A Preferred Shares, A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares amounts will be paid are</p>	

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## Return of allotment of shares

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### Statement of capital (prescribed particulars of rights attached to shares)

Class of share	B Preferred Ordinary
Prescribed particulars	<p>to be all arrears and accruals of the Performance Dividend will be distributed pro rata amongst the holders of the A Preferred Shares, A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares (as if such shares constituted one and the same class) and the B Ordinary Shares, C Ordinary Shares and D Ordinary Shares shall be paid the balance of Exit Proceeds will be distributed pro rata amongst the holders of B Ordinary Shares, C Ordinary Shares and D Ordinary Shares (as if such shares constituted one and the same class); (B) If the Capitalisation Value is greater than the A Ordinary Threshold then the holders of the B Preferred Shares will receive the B Preferred Return and the remaining Exit Proceeds (less the B Preferred Return), will be distributed among the holders of the Equity Shares. The A Share Per Cent shall be allocated to the holders of the A Ordinary Shares and the A Preferred Shares pro rata, the B Share Per Cent Value shall be allocated to the holders of the B Ordinary Shares pro rata, the C Share Per Cent. Value shall be allocated to the holders of the C Ordinary Shares pro rata; and the D Share Per Cent. shall be allocated to the holders of the D Ordinary Shares pro rata. Please note, where the A Share Per Cent. is the percentage that the A Ordinary Shares and the A Preferred Shares bear to the total issued and to be issued Equity Shares minues 75% of the Additional C Share Percentage (if any); the C Share Per Cent. is (save as provided below) 10 (ten)%; the D Share Per Cent. is 1(one)%; and the B Share Per Cent. is 100% less the aggregate of the A Share Per Cent., the C Share Per Cent. and the D Share Per Cent.</p> <p><b>Voting</b></p> <p>Subject to Articles 3.4(a)(II), 3.4(a)(III), 3.4(b), 8.7 and 9.1(e), the holders of the Equity Shares (the A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares and the A Preferred Shares) shall have the right to receive notice of and attend and vote and speak at any general meeting of the Company and shall be entitled to vote on any written resolution of the Company. Save, in each case, as provided otherwise in the CA2006, each such holder present in person or by proxy or by representative shall be entitled on a show of hands to one vote and on a poll or written resolution to one vote for each Equity Share held by him.</p> <p>Subject to Articles 3.4(b) and 18.5, the voting rights conferred on the holders of the A Ordinary Shares and on the holders of A Preferred Shares who also hold A Ordinary Shares pursuant to Article 3.4(a)(I) shall be restricted in aggregate to the lower of 40% of the voting rights attaching to all shares and the number of votes allocated pursuant to Article 3.4(a)(I) and the percentage of voting rights held by the B Ordinary Shares and the D Ordinary Shares shall be reduced accordingly pro rata.</p> <p><b>Enhanced Voting</b></p> <p>If any Enhanced Voting Event occurs then BGF may serve written notice on the Company of the Enhanced Voting Event requiring that BGF's voting rights shall be increased from the date such notice is served, and until such notice has been withdrawn by BGF the voting rights attaching to the A Ordinary Shares shall be increased to 51% of the voting rights attaching to all the shares in the capital of the Company, PROVIDED ALWAYS THAT Claire Buck and Stephen Buck shall each be entitled to such number of votes in respect of their holdings of shares as would result i</p>

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## Return of allotment of shares

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### Statement of capital (prescribed particulars of rights attached to shares)

Class of share	B Preferred Ordinary	
Prescribed particulars	<p>in each of them being able to cast 5% of the total votes to be cast on the relevant poll and the balance of the votes shall be allocated in proportion to the numbers of shares held by the remaining members.</p> <p>The shares do no confer any rights of redemption.</p>	

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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 Amy Donnelly

Company name Addleshaw Goddard LLP

Address 100 Barbirolli Square

Post town Manchester

County/Region Greater Manchester

Postcode M 2 3 A B

Country United Kingdom

DX 14301 Manchester

Telephone 0161 934 6000

**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  
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.gov.uk/companieshouse](http://www.gov.uk/companieshouse) 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.gov.uk/companieshouse](http://www.gov.uk/companieshouse)