

SH01

Return of allotment of shares



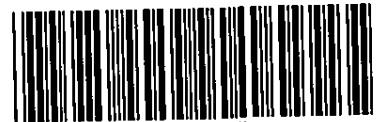
Companies House

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

TUESDAY



\*A3IYLJ4X\*

A25

21/10/2014

#13

COMPANIES HOUSE

1 Company details

Company number 06562273

Company name in full BOILER ROOM (UK) 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 15/10/2014  
To Date 15/10/2014

<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
D ORDINARY	STERLING	1618	£0.01	£1,038.29	

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

**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
A ORDINARY	0 01		210	£ 2 10
C ORDINARY	76 263		839	£ 8 39
C ORDINARY	0 01		629	£ 6 29
				£
<b>Totals</b>				£

**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 ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
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

Total number of shares 100,10

Total aggregate nominal value ③ 100 10

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

③ Total number of issued shares in this class

**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

A ORDINARY SHARES

Prescribed particulars  
①

SEE CONTINUATION PAGES

## 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

Class of share

B ORDINARY SHARES

Prescribed particulars  
①

SEE CONTINUATION PAGES

Class of share

C ORDINARY SHARES

Prescribed particulars  
①

SEE CONTINUATION PAGES

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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 ①, Administrator, Administrative receiver,  
Receiver, Receiver manager, CIC manager

## ① 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

## ② 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

Company name **SHERIDANS**Address **76 WARDOUR STREET**Post town **LONDON**

Country/Region

Postcode **W 1 F 0 U R**

Country

DX

Telephone **0207 079 0119****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)

Please complete the table below to show any class of shares held in other currencies. Please complete a separate table for each currency.

**STERLING**

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
D ORDINARY	1,038.28		1618	£16.18
X ORDINARY	0.01		5455	£54.55
Y ORDINARY	76.263		1259	£12.59
Totals			100,10	100.10

② E.g. Number of shares issued multiplied by nominal value of each share

② Total number of issued shares in this class

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Prescribed particulars	<p>a ) No right to receive notice of, to attend, to speak or to vote at any general meeting nor on proposed written resolutions of the Company</p> <p>b ) Dividend rights pro-rata to shareholdings</p> <p>c ) Return of capital</p> <p>1 On a return of capital on liquidation or otherwise, the surplus assets of the Company remaining after payment of its liabilities shall be applied</p> <p>1 1 where the surplus assets are less than £5,894,600</p> <p>1 1 1 first, to the Investor until the Investor has received an amount equal to the Acquisition Price of each D Share held by it,</p> <p>1 1 2 secondly, to the Investor until the Investor has received an amount equal to the Acquisition Price of each C Share held by it, and</p> <p>1 1 3 thereafter, amongst all Shareholders other than the Investor in proportion to the numbers of Shares held by them respectively, and</p> <p>1 2 where the surplus assets are equal to or greater than £5,894,600</p> <p>1 2 1 first, to the Investor until the Investor has received an amount equal to the Acquisition Price of each D Share held by it, and</p> <p>1 2 2 thereafter, amongst all Shareholders in proportion to the numbers of Shares held by them respectively</p> <p>2 On a Realisation, the Net Proceeds shall be paid</p> <p>2 1 where the Net Proceeds are less than £5,894,600</p> <p>2 1 1 first, to the Investor until the Investor has received an amount equal to the Acquisition Price of each D Share held by it,</p> <p>2 1 2 secondly, to the Investor until the Investor has received an amount equal to the Acquisition Price of each C Share held by it, and</p> <p>2 1 3 thereafter, amongst all Shareholders other than the Investor in proportion to the numbers of Shares held by them respectively, and</p> <p>2 2 where the Net Proceeds are equal to or greater than £5,894,600</p> <p>2 2 1 first, to the Investor until the Investor has received an amount equal to the Acquisition Price of each D Share held by it, and</p> <p>2 2 2 thereafter, amongst all Shareholders in proportion to the numbers of Shares held by them respectively</p> <p>Definitions</p> <p>"Act" the Companies Act 2006,</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	X ORDINARY	
Prescribed particulars	<p>"Net Proceeds" (contd) regarded as an addition to the price paid or payable for those Shares), less the costs and expenses of the Shareholders in connection with the Sale,</p> <p>"Realisation" a Flotation or a Sale,</p> <p>"Sale" (a) the sale of all of the issued Shares to a single purchaser (or to one or more purchasers as part of a single transaction), or (b) the sale of less than all of the issued Shares in circumstances where the purchaser or purchasers is or are (or will upon the agreement or agreements for such sale or any offer to purchase becoming unconditional be) entitled to acquire the issued Shares not agreed to be acquired pursuant to such agreement or agreements or offer in accordance with the provisions of Part 28 Ch 3 of the Act or pursuant to the provisions of article 20,</p> <p>"Shareholder" a holder of Shares, and</p> <p>"Shares" shares (of any class) in the capital of the Company</p>	

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## Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	Y ORDINARY	
Prescribed particulars	<p>a ) One vote per share</p> <p>b ) Dividend rights pro-rata to shareholdings</p> <p>c ) Return of capital</p> <p>1 On a return of capital on liquidation or otherwise, the surplus assets of the Company remaining after payment of its liabilities shall be applied</p> <p>1 1 where the surplus assets are less than £5,894,600</p> <p>1 1 1 first, to the Investor until the Investor has received an amount equal to the Acquisition Price of each D Share held by it,</p> <p>1 1 2 secondly, to the Investor until the Investor has received an amount equal to the Acquisition Price of each C Share held by it, and</p> <p>1 1 3 thereafter, amongst all Shareholders other than the Investor in proportion to the numbers of Shares held by them respectively, and</p> <p>1 2 where the surplus assets are equal to or greater than £5,894,600</p> <p>1 2 1 first, to the Investor until the Investor has received an amount equal to the Acquisition Price of each D Share held by it, and</p> <p>1 2 2 thereafter, amongst all Shareholders in proportion to the numbers of Shares held by them respectively</p> <p>2 On a Realisation, the Net Proceeds shall be paid</p> <p>2 1 where the Net Proceeds are less than £5,894,600</p> <p>2 1 1 first, to the Investor until the Investor has received an amount equal to the Acquisition Price of each D Share held by it,</p> <p>2 1 2 secondly, to the Investor until the Investor has received an amount equal to the Acquisition Price of each C Share held by it, and</p> <p>2 1 3 thereafter, amongst all Shareholders other than the Investor in proportion to the numbers of Shares held by them respectively, and</p> <p>2 2 where the Net Proceeds are equal to or greater than £5,894,600</p> <p>2 2 1 first, to the Investor until the Investor has received an amount equal to the Acquisition Price of each D Share held by it, and</p> <p>2 2 2 thereafter, amongst all Shareholders in proportion to the numbers of Shares held by them respectively</p> <p>Definitions</p> <p>"Act" the Companies Act 2006,</p>	

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## Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	Y ORDINARY	
Prescribed particulars	<p>"Acquisition Price" in respect of any Share, the amount paid by the holder to acquire that Share (whether by way of transfer or subscription), being, in the case of the Shares acquired on or around the date of adoption of these Articles</p> <p>(a) £702.69 in respect of each C Share, and</p> <p>(b) £1038.29 in respect of each D Share</p> <p>"C Shares" C ordinary shares of £0.01 in the capital of the Company,</p> <p>"Company" Boiler Room (UK) Limited,</p> <p>"D Shares" D ordinary shares of £0.01 in the capital of the Company,</p> <p>"Flotation" the effective admission of ordinary shares of the Company (or any holding company of the Company)</p> <p>(a) to listing on the Official List of the Financial Conduct Authority and to trading on the Main Market of London Stock Exchange plc, or</p> <p>(b) to trading on AIM, a market operated by London Stock Exchange plc, or</p> <p>(c) to trading on any other investment exchange in respect of which a recognition order has been made under s 290 Financial Services and Markets Act 2000,</p> <p>"Investor" the holder of the Investor Shares,</p> <p>"Investor Shares" the C Shares and D Shares,</p> <p>"Net Proceeds"</p> <p>(i) in relation to a Flotation, the price per share (expressed in pounds sterling) at which ordinary shares in the Company are proposed to be sold in connection with the Flotation (in the case of an offer for sale, being the underwritten price or if applicable the minimum tender price, and in the case of a placing being the placing price) in each case multiplied by the number of ordinary shares in the Company which will be in issue immediately following the Flotation and less the reasonable costs and expenses of the members associated with the Flotation, or</p> <p>(ii) in relation to a Sale, the aggregate consideration payable for the Shares comprised in the Sale (together with an amount equal to any other consideration (in cash or otherwise) which, having regard to the substance of the transaction as a whole, can reasonably be</p>	

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## Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	Y ORDINARY	
Prescribed particulars	<p>"Net Proceeds" (contd) regarded as an addition to the price paid or payable for those Shares), less the costs and expenses of the Shareholders in connection with the Sale,</p> <p>"Realisation" a Flotation or a Sale,</p> <p>"Sale" (a) the sale of all of the issued Shares to a single purchaser (or to one or more purchasers as part of a single transaction), or (b) the sale of less than all of the issued Shares in circumstances where the purchaser or purchasers is or are (or will upon the agreement or agreements for such sale or any offer to purchase becoming unconditional be) entitled to acquire the issued Shares not agreed to be acquired pursuant to such agreement or agreements or offer in accordance with the provisions of Part 28 Ch 3 of the Act or pursuant to the provisions of article 20,</p> <p>"Shareholder" a holder of Shares, and</p> <p>"Shares" shares (of any class) in the capital of the Company</p>	