

# SH01

## Return of allotment of shares



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 on formation of the company  
for an allotment of a share by an unlimited company

WEDNESDAY



\*A26YGA3C\*

A13 24/04/2013 #132  
COMPANIES HOUSE

### 1 Company details

Company number 06947854  
Company name in full JUST EAT GROUP HOLDINGS 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 06/03/2013  
To Date 06/03/2013

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
ORDINARY SHARES	GBP	6452	0.0001	15.57	0.00
B ORDINARY SHARES	GBP	4063	0.0001	1.25	0.00

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)

## SH01

## Return of allotment of shares

## 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
See continuation page				£
				£
				£
				£
Totals			0	£ 0.00

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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	④ Total aggregate nominal value Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.
Total number of shares	18,651,203	
Total aggregate nominal value ④	1865.13	

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

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

- 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

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## Return of allotment of shares

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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

See attached continuation pages

Prescribed particulars

1

Class of share

Prescribed particulars

1

Class of share

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 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

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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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	ORDINARY SHARES	
Prescribed particulars	<p>THE ORDINARY SHARES SHALL CONFER ON EACH ORDINARY SHAREHOLDER THE RIGHT TO RECEIVE NOTICE OF AND TO ATTEND, SPEAK AND VOTE AT ALL GENERAL MEETINGS OF THE COMPANY. ON A VOTE ON A SHOW OF HANDS, EACH HOLDER OF SUCH 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 EACH SUCH HOLDER SO PRESENT SHALL HAVE ONE VOTE FOR EACH SHARE HELD BY HIM.</p> <p>ANY AVAILABLE PROFITS WHICH THE COMPANY MAY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR WILL BE DISTRIBUTED AMONG THE SERIES A SHAREHOLDERS, THE SERIES B SHAREHOLDERS, THE SERIES C SHAREHOLDERS, THE ORDINARY SHAREHOLDERS AND, TO THE EXTENT THAT THE AGGREGATE AMOUNT OF QUALIFYING PAYMENTS, BOTH PAID TO DATE AND FOR THE CURRENT FINANCIAL YEAR, EXCEED THE B ORDINARY SHARES PARTICIPATING AMOUNT, TO THE B ORDINARY SHAREHOLDERS (PAN PASSU AS IF THE SHARES CONSTITUTED ONE CLASS OF SHARE) PRO RATA TO THEIR RESPECTIVE HOLDINGS OF SHARES AND SHALL ACCRUE ON A DAILY BASIS ASSUMING A 365 DAY YEAR. INTERIM DIVIDENDS ARE AVAILABLE IF JUSTIFIED BY THE AVAILABLE PROFITS IN RESPECT OF THE RELEVANT PERIOD.</p> <p>ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION (EXCEPT IN RESPECT OF THE CONVERSION OF SERIES C SHARES), REDEMPTION OR PURCHASE OF SHARES), THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED. A) FIRST IN PAYING TO EACH OF THE HOLDERS OF SERIES C SHARES, IN PRIORITY TO ANY OTHER CLASSES OF SHARES, AN AMOUNT PER SERIES C SHARE HELD EQUAL TO THE SERIES C PREFERENCE AMOUNT, PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY AN AMOUNT PER SERIES C SHARE EQUAL TO THE SERIES C PREFERENCE AMOUNT, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE HOLDERS OF SERIES C SHARES PRO RATA TO THE AGGREGATE AMOUNTS OTHERWISE DUE TO THEM. IN CIRCUMSTANCES WHERE THE SERIES C SHARES HAVE BEEN CONVERTED INTO ORDINARY SHARES ON ANY DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO) FIRST IN PAYING TO THE HOLDERS OF SERIES C SHARES THAT HAVE BEEN CONVERTED INTO ORDINARY SHARES AN AMOUNT PER SERIES C SHARE (HELD IMMEDIATELY PRIOR TO CONVERSION) EQUAL TO THE SERIES C UPLIFT AMOUNT,</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	ORDINARY SHARES - continued	
Prescribed particulars	<p>PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY AN AMOUNT PER SUCH SERIES C SHARE EQUAL TO THE SERIES C UPLIFT AMOUNT, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO SUCH HOLDERS OF SERIES C SHARES PRO RATA TO THE AGGREGATE AMOUNTS OTHERWISE DUE TO THEM, B) SECOND IN PAYING TO EACH OF THE HOLDERS OF: (I) SERIES A SHARES AN AMOUNT PER SERIES A SHARE HELD EQUAL TO THE SERIES A PREFERENCE AMOUNT; AND (II) SERIES B SHARES AN AMOUNT PER SERIES B SHARE HELD EQUAL TO THE SERIES B PREFERENCE AMOUNT, ON A PARI PASSU BASIS (AS IF THEY CONSTITUTED ONE AND THE SAME CLASS), IN PRIORITY TO ANY OTHER CLASSES OF SHARES, PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY AN AMOUNT PER: (I) SERIES A SHARE EQUAL TO THE SERIES A PREFERENCE AMOUNT; AND (II) SERIES B SHARE EQUAL TO THE SERIES B PREFERENCE AMOUNT, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE HOLDERS OF SERIES A SHARES AND SERIES B SHARES PRO RATA TO THE AGGREGATE AMOUNTS OTHERWISE DUE TO THEM; C) THIRD, IN PAYING AN AMOUNT EQUAL TO THE B ORDINARY PARTICIPATING AMOUNT TO THE HOLDERS OF SERIES A SHARES, SERIES B SHARES AND ORDINARY SHARES ON A PARI PASSU BASIS, PRO RATA (AS IF THE SERIES A SHARES, SERIES B SHARES AND ORDINARY SHARES CONSTITUTED ONE AND THE SAME CLASS) TO THE NUMBER OF SERIES A SHARES, SERIES B SHARES AND ORDINARY SHARES HELD, PROVIDED THAT IF THE REMAINING SURPLUS ASSETS ARE LESS THAN THE B ORDINARY PARTICIPATING AMOUNT, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE HOLDERS OF SERIES A SHARES, SERIES B SHARES AND ORDINARY SHARES (AS IF THEY CONSTITUTED ONE AND THE SAME CLASS) PRO RATA TO THE AGGREGATE AMOUNTS OTHERWISE DUE TO THEM; D) THE BALANCE OF THE SURPLUS ASSETS (IF ANY) SHALL BE DISTRIBUTED AMONG THE HOLDERS OF SERIES A SHARES, SERIES B SHARES, ORDINARY SHARES AND B ORDINARY SHARES PRO RATA (AS IF THEY CONSTITUTED ONE AND THE SAME CLASS) TO THE NUMBER OF SERIES A SHARES, SERIES B SHARES, ORDINARY SHARES AND B ORDINARY SHARES HELD.</p>	

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7	<b>Statement of capital (Prescribed particulars of rights attached to shares)</b>	
Class of share	B ORDINARY SHARES	
Prescribed particulars	<p>B ORDINARY SHAREHOLDERS SHALL NOT BE ENTITLED TO RECEIVE NOTICE OF OR TO ATTEND, OR SPEAK, OR VOTE AT ANY GENERAL MEETINGS OF THE COMPANY (OTHER THAN AT A SEPARATE CLASS MEETING OF THE B ORDINARY SHAREHOLDERS).</p> <p>ANY AVAILABLE PROFITS WHICH THE COMPANY MAY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR WILL BE DISTRIBUTED AMONG THE SERIES A SHAREHOLDERS, THE SERIES B SHAREHOLDERS, THE SERIES C SHAREHOLDERS, THE ORDINARY SHAREHOLDERS AND, TO THE EXTENT THAT THE AGGREGATE AMOUNT OF QUALIFYING PAYMENTS, BOTH PAID TO DATE AND FOR THE CURRENT FINANCIAL YEAR, EXCEED THE B ORDINARY SHARES PARTICIPATING AMOUNT, TO THE B ORDINARY SHAREHOLDERS (PAN PASSU AS IF THE SHARES CONSTITUTED ONE CLASS OF SHARE) PRO RATA TO THEIR RESPECTIVE HOLDINGS OF SHARES AND SHALL ACCRUE ON A DAILY BASIS ASSUMING A 365 DAY YEAR. INTERIM DIVIDENDS ARE AVAILABLE IF JUSTIFIED BY THE AVAILABLE PROFITS IN RESPECT OF THE RELEVANT PERIOD.</p> <p>ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION (EXCEPT IN RESPECT OF THE CONVERSION OF SERIES C SHARES ), REDEMPTION OR PURCHASE OF SHARES), THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED: A) FIRST IN PAYING TO EACH OF THE HOLDERS OF SERIES C SHARES, IN PRIORITY TO ANY OTHER CLASSES OF SHARES, AN AMOUNT PER SERIES C SHARE HELD EQUAL TO THE SERIES C PREFERENCE AMOUNT, PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY AN AMOUNT PER SERIES C SHARE EQUAL TO THE SERIES C PREFERENCE AMOUNT, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE HOLDERS OF SERIES C SHARES PRO RATA TO THE AGGREGATE AMOUNTS OTHERWISE DUE TO THEM. IN CIRCUMSTANCES WHERE THE SERIES C SHARES HAVE BEEN CONVERTED INTO ORDINARY SHARES ON ANY DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO) FIRST IN PAYING TO THE HOLDERS OF SERIES C SHARES THAT HAVE BEEN CONVERTED INTO ORDINARY SHARES AN AMOUNT PER SERIES C SHARE (HELD IMMEDIATELY PRIOR TO CONVERSION) EQUAL TO THE SERIES C UPLIFT AMOUNT, PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY AN AMOUNT PER SUCH SERIES C SHARE EQUAL TO THE SERIES C UPLIFT AMOUNT, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO SUCH HOLDERS OF SERIES C SHARES PRO RATA TO THE AGGREGATE AMOUNTS OTHERWISE DUE TO THEM;</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	B ORDINARY - continued	
Prescribed particulars	<p>B) SECOND IN PAYING TO EACH OF THE HOLDERS OF: (I) SERIES A SHARES AN AMOUNT PER SERIES A SHARE HELD EQUAL TO THE SERIES A PREFERENCE AMOUNT; AND (II) SERIES B SHARES AN AMOUNT PER SERIES B SHARE HELD EQUAL TO THE SERIES B PREFERENCE AMOUNT, ON A PARI PASSU BASIS (AS IF THEY CONSTITUTED ONE AND THE SAME CLASS), IN PRIORITY TO ANY OTHER CLASSES OF SHARES, PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY AN AMOUNT PER: (I) SERIES A SHARE EQUAL TO THE SERIES A PREFERENCE AMOUNT, AND (II) SERIES B SHARE EQUAL TO THE SERIES B PREFERENCE AMOUNT, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE HOLDERS OF SERIES A SHARES AND SERIES B SHARES PRO RATA TO THE AGGREGATE AMOUNTS OTHERWISE DUE TO THEM; C) THIRD, IN PAYING AN AMOUNT EQUAL TO THE B ORDINARY PARTICIPATING AMOUNT TO THE HOLDERS OF SERIES A SHARES, SERIES B SHARES AND ORDINARY SHARES ON A PARI PASSU BASIS, PRO RATA (AS IF THE SERIES A SHARES, SERIES B SHARES AND ORDINARY SHARES CONSTITUTED ONE AND THE SAME CLASS) TO THE NUMBER OF SERIES A SHARES, SERIES B SHARES AND ORDINARY SHARES HELD, PROVIDED THAT IF THE REMAINING SURPLUS ASSETS ARE LESS THAN THE B ORDINARY PARTICIPATING AMOUNT, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE HOLDERS OF SERIES A SHARES, SERIES B SHARES AND ORDINARY SHARES (AS IF THEY CONSTITUTED ONE AND THE SAME CLASS) PRO RATA TO THE AGGREGATE AMOUNTS OTHERWISE DUE TO THEM, D) THE BALANCE OF THE SURPLUS ASSETS (IF ANY) SHALL BE DISTRIBUTED AMONG THE HOLDERS OF SERIES A SHARES, SERIES B SHARES, ORDINARY SHARES AND B ORDINARY SHARES PRO RATA (AS IF THEY CONSTITUTED ONE AND THE SAME CLASS) TO THE NUMBER OF SERIES A SHARES, SERIES B SHARES, ORDINARY SHARES AND B ORDINARY SHARES HELD</p>	



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Class of share	SERIES A SHARES	
Prescribed particulars	<p>THE SERIES A SHARES SHALL CARRY THE RIGHT TO ONE VOTE PER SHARE UNLESS, AT THE RELEVANT TIME, THE ISSUED AND OUTSTANDING SERIES A SHARES ARE CONVERTIBLE INTO A GREATER NUMBER OF ORDINARY SHARES, IN WHICH CASE, EACH HOLDER OF SERIES A SHARES SHALL BE ENTITLED (IN RESPECT OF THE SERIES A SHARES HELD) TO EXERCISE SUCH NUMBER OF VOTES AS IS EQUAL TO THE NUMBER OF ORDINARY SHARES OF WHICH HE WOULD BE THE HOLDER ASSUMING ALL OF THE SERIES A SHARES OF WHICH HE IS THE HOLDER WERE CONVERTED INTO ORDINARY SHARES AT THE APPLICABLE CONVERSION RATE. ON A SHOW OF HANDS, EACH HOLDER OF SUCH 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 EACH SUCH HOLDER SO PRESENT SHALL HAVE ONE VOTE FOR EACH SHARE HELD BY HIM. PREFERRED SHARES SHALL CONFER ON EACH HOLDER OF PREFERRED SHARES THE RIGHT TO RECEIVE NOTICE OF AND TO ATTEND, SPEAK AND VOTE AT ALL GENERAL MEETINGS OF THE COMPANY.</p> <p>ANY AVAILABLE PROFITS WHICH THE COMPANY MAY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR WILL BE DISTRIBUTED AMONG THE SERIES A SHAREHOLDERS, THE SERIES B SHAREHOLDERS, THE SERIES C SHAREHOLDERS, THE ORDINARY SHAREHOLDERS AND, TO THE EXTENT THAT THE AGGREGATE AMOUNT OF QUALIFYING PAYMENTS, BOTH PAID TO DATE AND FOR THE CURRENT FINANCIAL YEAR, EXCEED THE B ORDINARY SHARES PARTICIPATING AMOUNT, TO THE B ORDINARY SHAREHOLDERS (PAN PASSU AS IF THE SHARES CONSTITUTED ONE CLASS OF SHARE) PRO RATA TO THEIR RESPECTIVE HOLDINGS OF SHARES AND SHALL ACCRUE ON A DAILY BASIS ASSUMING A 365 DAY YEAR. INTERIM DIVIDENDS ARE AVAILABLE IF JUSTIFIED BY THE AVAILABLE PROFITS IN RESPECT OF THE RELEVANT PERIOD.</p> <p>ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION (EXCEPT IN RESPECT OF THE CONVERSION OF SERIES C SHARES), REDEMPTION OR PURCHASE OF SHARES), THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED: A) FIRST IN PAYING TO EACH OF THE HOLDERS OF SERIES C SHARES, IN PRIORITY TO ANY OTHER CLASSES OF SHARES, AN AMOUNT PER SERIES C SHARE HELD EQUAL TO THE SERIES C PREFERENCE AMOUNT, PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY AN AMOUNT PER SERIES C SHARE EQUAL TO THE SERIES C PREFERENCE AMOUNT,</p>	

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Class of share	SERIES A SHARES - continued	
Prescribed particulars	<p>THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE HOLDERS OF SERIES C SHARES PRO RATA TO THE AGGREGATE AMOUNTS OTHERWISE DUE TO THEM IN CIRCUMSTANCES WHERE THE SERIES C SHARES HAVE BEEN CONVERTED INTO ORDINARY SHARES ON ANY DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO) FIRST IN PAYING TO THE HOLDERS OF SERIES C SHARES THAT HAVE BEEN CONVERTED INTO ORDINARY SHARES AN AMOUNT PER SERIES C SHARE (HELD IMMEDIATELY PRIOR TO CONVERSION) EQUAL TO THE SERIES C UPLIFT AMOUNT, PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY AN AMOUNT PER SUCH SERIES C SHARE EQUAL TO THE SERIES C UPLIFT AMOUNT, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO SUCH HOLDERS OF SERIES C SHARES PRO RATA TO THE AGGREGATE AMOUNTS OTHERWISE DUE TO THEM; B) SECOND IN PAYING TO EACH OF THE HOLDERS OF: (I) SERIES A SHARES AN AMOUNT PER SERIES A SHARE HELD EQUAL TO THE SERIES A PREFERENCE AMOUNT; AND (II) SERIES B SHARES AN AMOUNT PER SERIES B SHARE HELD EQUAL TO THE SERIES B PREFERENCE AMOUNT, ON A PARI PASSU BASIS (AS IF THEY CONSTITUTED ONE AND THE SAME CLASS), IN PRIORITY TO ANY OTHER CLASSES OF SHARES, PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY AN AMOUNT PER: (I) SERIES A SHARE EQUAL TO THE SERIES A PREFERENCE AMOUNT; AND (II) SERIES B SHARE EQUAL TO THE SERIES B PREFERENCE AMOUNT, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE HOLDERS OF SERIES A SHARES AND SERIES B SHARES PRO RATA TO THE AGGREGATE AMOUNTS OTHERWISE DUE TO THEM; C) THIRD, IN PAYING AN AMOUNT EQUAL TO THE B ORDINARY PARTICIPATING AMOUNT TO THE HOLDERS OF SERIES A SHARES, SERIES B SHARES AND ORDINARY SHARES ON A PARI PASSU BASIS, PRO RATA (AS IF THE SERIES A SHARES, SERIES B SHARES AND ORDINARY SHARES CONSTITUTED ONE AND THE SAME CLASS) TO THE NUMBER OF SERIES A SHARES, SERIES B SHARES AND ORDINARY SHARES HELD, PROVIDED THAT IF THE REMAINING SURPLUS ASSETS ARE LESS THAN THE B ORDINARY PARTICIPATING AMOUNT, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE HOLDERS OF SERIES A SHARES, SERIES B SHARES AND ORDINARY SHARES (AS IF THEY CONSTITUTED ONE AND THE SAME CLASS) PRO RATA TO THE AGGREGATE AMOUNTS OTHERWISE DUE TO THEM; D) THE BALANCE OF THE SURPLUS ASSETS (IF ANY) SHALL BE DISTRIBUTED AMONG THE HOLDERS OF SERIES A SHARES, SERIES B SHARES, ORDINARY SHARES AND B ORDINARY SHARES PRO RATA (AS IF THEY CONSTITUTED ONE AND THE SAME CLASS) TO THE NUMBER OF SERIES A SHARES, SERIES B SHARES, ORDINARY SHARES AND B ORDINARY SHARES HELD</p>	

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Class of share	SERIES B SHARES	
Prescribed particulars	<p>THE SERIES B SHARES SHALL CARRY THE RIGHT TO ONE VOTE PER SHARE UNLESS, AT THE RELEVANT TIME, THE ISSUED AND OUTSTANDING SERIES B SHARES ARE CONVERTIBLE INTO A GREATER NUMBER OF ORDINARY SHARES, IN WHICH CASE, EACH HOLDER OF SERIES B SHARES SHALL BE ENTITLED (IN RESPECT OF THE SERIES B SHARES HELD) TO EXERCISE SUCH NUMBER OF VOTES AS IS EQUAL TO THE NUMBER OF ORDINARY SHARES OF WHICH HE WOULD BE THE HOLDER ASSUMING ALL OF THE SERIES B SHARES OF WHICH HE IS THE HOLDER WERE CONVERTED INTO ORDINARY SHARES AT THE APPLICABLE CONVERSION RATE. ON A SHOW OF HANDS, EACH HOLDER OF SUCH 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 EACH SUCH HOLDER SO PRESENT SHALL HAVE ONE VOTE FOR EACH SHARE HELD BY HIM. PREFERRED SHARES SHALL CONFER ON EACH HOLDER OF PREFERRED SHARES THE RIGHT TO RECEIVE NOTICE OF AND TO ATTEND, SPEAK AND VOTE AT ALL GENERAL MEETINGS OF THE COMPANY.</p> <p>ANY AVAILABLE PROFITS WHICH THE COMPANY MAY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR WILL BE DISTRIBUTED AMONG THE SERIES A SHAREHOLDERS, THE SERIES B SHAREHOLDERS, THE SERIES C SHAREHOLDERS, THE ORDINARY SHAREHOLDERS AND, TO THE EXTENT THAT THE AGGREGATE AMOUNT OF QUALIFYING PAYMENTS, BOTH PAID TO DATE AND FOR THE CURRENT FINANCIAL YEAR, EXCEED THE B ORDINARY SHARES PARTICIPATING AMOUNT, TO THE B ORDINARY SHAREHOLDERS (PAN PASSU AS IF THE SHARES CONSTITUTED ONE CLASS OF SHARE) PRO RATA TO THEIR RESPECTIVE HOLDINGS OF SHARES AND SHALL ACCRUE ON A DAILY BASIS ASSUMING A 365 DAY YEAR. INTERIM DIVIDENDS ARE AVAILABLE IF JUSTIFIED BY THE AVAILABLE PROFITS IN RESPECT OF THE RELEVANT PERIOD.</p> <p>ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION (EXCEPT IN RESPECT OF THE CONVERSION OF SERIES C SHARES), REDEMPTION OR PURCHASE OF SHARES), THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED - A) FIRST IN PAYING TO EACH OF THE HOLDERS OF SERIES C SHARES, IN PRIORITY TO ANY OTHER CLASSES OF SHARES, AN AMOUNT PER SERIES C SHARE HELD EQUAL TO THE SERIES C PREFERENCE AMOUNT, PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY AN AMOUNT PER SERIES C SHARE EQUAL TO THE SERIES C PREFERENCE AMOUNT, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE HOLDERS OF SERIES C SHARES PRO RATA TO THE AGGREGATE AMOUNTS OTHERWISE DUE TO THEM.</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	SERIES B SHARES - continued	
Prescribed particulars	<p>IN CIRCUMSTANCES WHERE THE SERIES C SHARES HAVE BEEN CONVERTED INTO ORDINARY SHARES ON ANY DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO) FIRST IN PAYING TO THE HOLDERS OF SERIES C SHARES THAT HAVE BEEN CONVERTED INTO ORDINARY SHARES AN AMOUNT PER SERIES C SHARE (HELD IMMEDIATELY PRIOR TO CONVERSION) EQUAL TO THE SERIES C UPLIFT AMOUNT, PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY AN AMOUNT PER SUCH SERIES C SHARE EQUAL TO THE SERIES C UPLIFT AMOUNT, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO SUCH HOLDERS OF SERIES C SHARES PRO RATA TO THE AGGREGATE AMOUNTS OTHERWISE DUE TO THEM; B) SECOND IN PAYING TO EACH OF THE HOLDERS OF: (I) SERIES A SHARES AN AMOUNT PER SERIES A SHARE HELD EQUAL TO THE SERIES A PREFERENCE AMOUNT; AND (II) SERIES B SHARES AN AMOUNT PER SERIES B SHARE HELD EQUAL TO THE SERIES B PREFERENCE AMOUNT, ON A PARI PASSU BASIS (AS IF THEY CONSTITUTED ONE AND THE SAME CLASS), IN PRIORITY TO ANY OTHER CLASSES OF SHARES, PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY AN AMOUNT PER: (I) SERIES A SHARE EQUAL TO THE SERIES A PREFERENCE AMOUNT; AND (II) SERIES B SHARE EQUAL TO THE SERIES B PREFERENCE AMOUNT, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE HOLDERS OF SERIES A SHARES AND SERIES B SHARES PRO RATA TO THE AGGREGATE AMOUNTS OTHERWISE DUE TO THEM; C) THIRD, IN PAYING AN AMOUNT EQUAL TO THE B ORDINARY PARTICIPATING AMOUNT TO THE HOLDERS OF SERIES A SHARES, SERIES B SHARES AND ORDINARY SHARES ON A PARI PASSU BASIS, PRO RATA (AS IF THE SERIES A SHARES, SERIES B SHARES AND ORDINARY SHARES CONSTITUTED ONE AND THE SAME CLASS) TO THE NUMBER OF SERIES A SHARES, SERIES B SHARES AND ORDINARY SHARES HELD, PROVIDED THAT IF THE REMAINING SURPLUS ASSETS ARE LESS THAN THE B ORDINARY PARTICIPATING AMOUNT, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE HOLDERS OF SERIES A SHARES, SERIES B SHARES AND ORDINARY SHARES (AS IF THEY CONSTITUTED ONE AND THE SAME CLASS) PRO RATA TO THE AGGREGATE AMOUNTS OTHERWISE DUE TO THEM; D) THE BALANCE OF THE SURPLUS ASSETS (IF ANY) SHALL BE DISTRIBUTED AMONG THE HOLDERS OF SERIES A SHARES, SERIES B SHARES, ORDINARY SHARES AND B ORDINARY SHARES PRO RATA (AS IF THEY CONSTITUTED ONE AND THE SAME CLASS) TO THE NUMBER OF SERIES A SHARES, SERIES B SHARES, ORDINARY SHARES AND B ORDINARY SHARES HELD.</p>	

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Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	SERIES C SHARES	
Prescribed particulars	<p>THE SERIES C SHARES SHALL CARRY THE RIGHT TO ONE VOTE PER SHARE UNLESS, AT THE RELEVANT TIME, THE ISSUED AND OUTSTANDING SERIES C SHARES ARE CONVERTIBLE INTO A GREATER NUMBER OF ORDINARY SHARES, IN WHICH CASE, EACH HOLDER OF SERIES C SHARES SHALL BE ENTITLED (IN RESPECT OF THE SERIES C SHARES HELD) TO EXERCISE SUCH NUMBER OF VOTES AS IS EQUAL TO THE NUMBER OF ORDINARY SHARES OF WHICH HE WOULD BE THE HOLDER ASSUMING ALL OF THE SERIES C SHARES OF WHICH HE IS THE HOLDER WERE CONVERTED INTO ORDINARY SHARES AT THE APPLICABLE CONVERSION RATE. WHERE SHARES CONFER A RIGHT TO VOTE, ON A SHOW OF HANDS EACH HOLDER OF SUCH 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 EACH SUCH HOLDER SO PRESENT SHALL HAVE ONE VOTE FOR EACH SHARE (BUT EXCLUDING FOR SUCH PURPOSE ANY B ORDINARY SHARES AND ANY DEFERRED SHARES) HELD BY HIM. PREFERRED SHARES SHALL CONFER ON EACH HOLDER OF PREFERRED SHARES THE RIGHT TO RECEIVE NOTICE OF AND TO ATTEND, SPEAK AND VOTE AT ALL GENERAL MEETINGS OF THE COMPANY.</p> <p>ANY AVAILABLE PROFITS WHICH THE COMPANY MAY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR WILL BE DISTRIBUTED AMONG THE SERIES A SHAREHOLDERS, THE SERIES B SHAREHOLDERS, THE SERIES C SHAREHOLDERS, THE ORDINARY SHAREHOLDERS AND, TO THE EXTENT THAT THE AGGREGATE AMOUNT OF QUALIFYING PAYMENTS, BOTH PAID TO DATE AND FOR THE CURRENT FINANCIAL YEAR, EXCEED THE B ORDINARY SHARES PARTICIPATING AMOUNT, TO THE B ORDINARY SHAREHOLDERS (PAN PASSU AS IF THE SHARES CONSTITUTED ONE CLASS OF SHARE) PRO RATA TO THEIR RESPECTIVE HOLDINGS OF SHARES AND SHALL ACCRUE ON A DAILY BASIS ASSUMING A 365 DAY YEAR. INTERIM DIVIDENDS ARE AVAILABLE IF JUSTIFIED BY THE AVAILABLE PROFITS IN RESPECT OF THE RELEVANT PERIOD</p> <p>ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION (EXCEPT IN RESPECT OF THE CONVERSION OF SERIES C SHARES), REDEMPTION OR PURCHASE OF SHARES), THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED: A) FIRST IN PAYING TO EACH OF THE HOLDERS OF SERIES C SHARES, IN PRIORITY TO ANY OTHER CLASSES OF SHARES, AN AMOUNT PER SERIES C SHARE HELD EQUAL TO THE SERIES C PREFERENCE AMOUNT, PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY AN AMOUNT PER SERIES C SHARE EQUAL TO THE SERIES C PREFERENCE AMOUNT,</p>	

**SH01 - continuation page**  
Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	SERIES C SHARES - continued	
Prescribed particulars	<p>THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE HOLDERS OF SERIES C SHARES PRO RATA TO THE AGGREGATE AMOUNTS OTHERWISE DUE TO THEM. IN CIRCUMSTANCES WHERE THE SERIES C SHARES HAVE BEEN CONVERTED INTO ORDINARY SHARES ON ANY DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO) FIRST IN PAYING TO THE HOLDERS OF SERIES C SHARES THAT HAVE BEEN CONVERTED INTO ORDINARY SHARES AN AMOUNT PER SERIES C SHARE (HELD IMMEDIATELY PRIOR TO CONVERSION) EQUAL TO THE SERIES C UPLIFT AMOUNT, PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY AN AMOUNT PER SUCH SERIES C SHARE EQUAL TO THE SERIES C UPLIFT AMOUNT, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO SUCH HOLDERS OF SERIES C SHARES PRO RATA TO THE AGGREGATE AMOUNTS OTHERWISE DUE TO THEM, B) SECOND IN PAYING TO EACH OF THE HOLDERS OF: (I) SERIES A SHARES AN AMOUNT PER SERIES A SHARE HELD EQUAL TO THE SERIES A PREFERENCE AMOUNT; AND (II) SERIES B SHARES AN AMOUNT PER SERIES B SHARE HELD EQUAL TO THE SERIES B PREFERENCE AMOUNT, ON A PARI PASSU BASIS (AS IF THEY CONSTITUTED ONE AND THE SAME CLASS), IN PRIORITY TO ANY OTHER CLASSES OF SHARES, PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY AN AMOUNT PER: (I) SERIES A SHARE EQUAL TO THE SERIES A PREFERENCE AMOUNT; AND (II) SERIES B SHARE EQUAL TO THE SERIES B PREFERENCE AMOUNT, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE HOLDERS OF SERIES A SHARES AND SERIES B SHARES PRO RATA TO THE AGGREGATE AMOUNTS OTHERWISE DUE TO THEM, C) THIRD, IN PAYING AN AMOUNT EQUAL TO THE B ORDINARY PARTICIPATING AMOUNT TO THE HOLDERS OF SERIES A SHARES, SERIES B SHARES AND ORDINARY SHARES ON A PARI PASSU BASIS, PRO RATA (AS IF THE SERIES A SHARES, SERIES B SHARES AND ORDINARY SHARES CONSTITUTED ONE AND THE SAME CLASS) TO THE NUMBER OF SERIES A SHARES, SERIES B SHARES AND ORDINARY SHARES HELD, PROVIDED THAT IF THE REMAINING SURPLUS ASSETS ARE LESS THAN THE B ORDINARY PARTICIPATING AMOUNT, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE HOLDERS OF SERIES A SHARES, SERIES B SHARES AND ORDINARY SHARES (AS IF THEY CONSTITUTED ONE AND THE SAME CLASS) PRO RATA TO THE AGGREGATE AMOUNTS OTHERWISE DUE TO THEM; D) THE BALANCE OF THE SURPLUS ASSETS (IF ANY) SHALL BE DISTRIBUTED AMONG THE HOLDERS OF SERIES A SHARES, SERIES B SHARES, ORDINARY SHARES AND B ORDINARY SHARES PRO RATA (AS IF THEY CONSTITUTED ONE AND THE SAME CLASS) TO THE NUMBER OF SERIES A SHARES, SERIES B SHARES, ORDINARY SHARES AND B ORDINARY SHARES HELD.</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 **Annastacia Bertalli**

Company name  
**Bird & Bird LLP**

Address **15 Fetter Lane**

Post town **London**

County/Region

Postcode 

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Country

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 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)