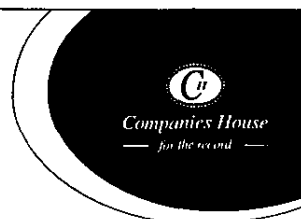


# SH01

## 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**  
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

THURSDAY



A03 \*A148HO8Z\* 08/03/2012 #105  
COMPANIES HOUSE

### 1 Company details

Company number 0 7 8 5 1 7 0 4

Company name in full Miinto Ltd

→ **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 d 0 d 2 m 0 m 3 y 2 y 0 y 1 y 2  
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

**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 <sup>2</sup>	Number of shares allotted	Nominal value of each share	Amount paid (including share premium)	Amount (if any) unpaid (including share premium)
A Ordinary	GBP	3,900	£0 01	£53	NIL
C Ordinary	GBP	1,000	£0 01	NIL	£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

Details of non-cash  
consideration

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

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## 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

**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 ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
A Ordinary	NIL	£0 01	5100	£ 51
A Ordinary	£53	NIL	3900	£ 39
C Ordinary	NIL	£0 01	1000	£ 10
				£
<b>Totals</b>			10,000	£ 100

**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 10,000

Total aggregate nominal value ❹ £100

❶ Total aggregate nominal value  
Please list total aggregate values in different currencies separately. For example £100 + €100 + \$10 etc

❶ Including both the nominal value and any share premium

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

**Continuation Pages**  
Please use a Statement of Capital continuation page if necessary

❸ Total number of issued shares in this class

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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 <b>Section 4</b> and <b>Section 5</b>	
Class of share	A Ordinary Shares of £0 01 Each	<p><b>Prescribed particulars of rights attached to shares</b></p> <p>The particulars are</p> <ul style="list-style-type: none"> <li>a particulars of any voting rights, including rights that arise only in certain circumstances,</li> <li>b particulars of any rights, as respects dividends, to participate in a distribution,</li> <li>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</li> <li>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</li> </ul> <p>A separate table must be used for each class of share</p> <p><b>Continuation page</b> Please use a Statement of Capital continuation page if necessary</p>
Prescribed particulars ①	Each Share has full voting rights and full rights to participate in distributions as respects dividends and capital The shares are not redeemable	
Class of share	C Ordinary Shares of £0 01 Each	
Prescribed particulars ①	The shares have no voting rights Each share has full rights to participate in distributions as respects dividends and capital The shares are convertible and redeemable Please see continuation sheets for further information	
Class of share		
Prescribed particulars ①		

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**Signature**

	I am signing this form on behalf of the company	
Signature	<p>Signature</p> <p>X  X</p> <p><b>DIRECTOR</b> <b>FOR AND ON BEHALF OF</b> <b>COSEC DIRECT LTD</b></p> <p>This form may be signed by Director, Secretary, Person authorised, Administrative receiver, Receiver, Receiver manager or Manager</p>	<p><b>Societas Europaea</b> 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</p> <p><b>Person authorised</b> Under either section 270 or 274 of the Companies Act 2006</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	Cosec Direct Limited
Company name	
Address	35 Catherine Place
Post town	London
County/Region	
Postcode	S W 1 E 6 D Y
Country	
DX	
Telephone	020 7592 8920



### 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,  
First Floor, Waterfront Plaza, 8 Laganbank Road,  
Belfast, Northern Ireland, BT1 3BS  
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)

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## Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	C Ordinary Shares of £0.01 Each, continued	
Prescribed particulars	<p>Two years from the date of the allotment of any C Ordinary Shares, one fifth of such C Ordinary Shares shall convert into and shall be redesignated as B Ordinary shares and the remaining of such C Ordinary Shares shall convert into and shall be redesignated as B Ordinary Shares in four equal tranches every 12 months thereafter. The directors of the company shall take all necessary steps to effect such conversion and may at their sole discretion decide which particular C Ordinary Shares shall convert into B Ordinary Shares on any particular occasion.</p> <p>On the date of conversion of C Ordinary Shares into B Ordinary Shares (the "Conversion Date"), the relevant C Ordinary Shares shall without further authority than is contained in the company's Articles of Association stand converted into B Ordinary Shares on the basis of one B Ordinary Share for each C Ordinary Share held (subject to adjustment to take account of any Adjustment Event) and the B Ordinary Shares resulting from that conversion shall in all other respects rank <i>pari passu</i> with the existing issued B Ordinary Shares.</p> <p>Within ten (10) business days after the Conversion Date each holder of the relevant C Ordinary Shares shall deliver the certificate (or an indemnity in a form reasonably satisfactory to the company in respect of any lost certificate(s)) in issue in respect of the shares being converted to the Company at its registered office for the time being.</p> <p>The company shall on the Conversion Date enter the holder of the converted C Ordinary Shares on the register of members of the Company as the holder of the appropriate number of B Ordinary Shares and, subject to the relevant holder delivering its certificate(s) (or indemnity) in respect of the C Ordinary Shares and the Company shall within twenty (20) business days of the Conversion Date forward to such holder of C Ordinary Shares by post to his address shown in the register of members, free of charge, a definitive certificate for the appropriate number of fully paid B Ordinary Shares.</p> <p>Notwithstanding any other provisions in the Articles of Association, all of the C Ordinary Shares shall automatically convert into B Ordinary Shares immediately upon the occurrence of an IPO or Share Sale. Any such conversion will only be effective immediately prior to such IPO or Share Sale (and "Conversion Date" shall be construed accordingly) and, if such IPO does not become effective or does not take place, such conversion shall be deemed not to have occurred. (Continued)</p>	

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## Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	C Ordinary Shares of £0 01 Each, continued	
Prescribed particulars	<p>If at any time a holder of C Ordinary Shares becomes an Outgoing Shareholder, all of the C Ordinary Shares held by such Outgoing Shareholder shall immediately and automatically convert into Deferred Shares (rounded down to nearest whole share)</p> <p>Following the service of a Purchase Notice served in accordance with the provisions in the Articles of Association, the company may require the holder of C Ordinary Shares, by notice in writing (a "Conversion Notice"), the conversion of all of the C Ordinary Shares held by it at any time into Deferred Shares</p> <p>On the date of receipt of the Conversion Notice the relevant C Ordinary Shares shall without further authority than is contained in the Company's Articles of Association stand converted into Deferred Shares on the basis of one Deferred Share for each C Ordinary Share held (subject to adjustment to take account of any Adjustment Event) and the Deferred Shares resulting from that conversion shall in all other respects rank pari passu with the existing issued Deferred Shares</p> <p>Within ten (10) business days after the date of receipt of the Conversion Notice each holder of the relevant C Ordinary Shares shall deliver the certificate (or an indemnity in a form reasonably satisfactory to the company in respect of any lost certificate(s)) in respect of the C Ordinary Shares being converted to the company at its registered office for the time being</p>	