

SH01

Return of allotment of shares



Companies House



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

☒ **What this form is NOT for**
You cannot use this form to
give notice of shares taken by s.
on formation of the compa
for an allotment of a new c
shares by an unlimited com

TUESDAY



A8YK6VG1

A03

11/02/2020

#255

COMPANIES HOUSE

1 Company details

Company number

Company name in full

→ **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

To Date

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
Pound Sterling	B Ordinary	148,177	0.0001	€62.77	0

If the allotted shares are fully or partly paid up otherwise than in cash, please
state the consideration for which the shares were allotted.

Continuation page
Please use a continuation page if
necessary.

Details of non-cash
consideration.

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

Consideration for the allotment being shares in zeuz GmbH pursuant to Share Purchase
Agreement dated 3 February 2020.

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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
Currency table A				
Pound Sterling (£)	A Ordinary	8827790	882.7790	
Pound Sterling (£)	A1 Preference	216050	21.6050	
Pound Sterling (£)	A2 Preference	3196600	319.6600	
Totals		12240440	1224.0440	0

Currency table B				
Totals				

Currency table C				
Totals				
Totals (including continuation pages)		Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
		31461498	£3146.1498	£0

❶ 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.

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.

Class of share

A Ordinary

Prescribed particulars

1

See continuation sheet.

Class of share

B Ordinary

Prescribed particulars

1

See continuation sheet.

Class of share

A1 Preference

Prescribed particulars

1

See continuation sheet.

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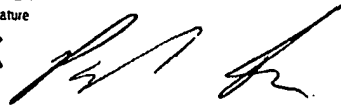
Signature

I am signing this form on behalf of the company.

Signature

Signature

X



X

This form may be signed by:

Director 1, Secretary, Person authorised 1, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

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.

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 **Macfarlanes LLP (BRA/661594)**Address **20 Cursitor Street**Post town **London**

County/Region

Postcode

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Country

DX **138** **London Chancery Lane**Telephone **020 7831 9222****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 or email enquiries@companieshouse.gov.uk

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

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Complete the table below to show the issued share capital. Complete a separate table for each currency.

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
Pound Sterling(£)	B3 Preference	883209	88.3209	
	A3 Preference	1664800	166.4800	
	A4 Preference	332900	33.2900	
	A5 Preference	33300	3.3300	
	B Ordinary	869538	86.9538	
	B1 Preference	14542562	1454.2562	
	B2 Preference	894749	89.4749	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	A Ordinary	
Prescribed particulars	<p>To the extent that the Board resolves, with the consent of the Investor Majority, to distribute amounts by the Company in or in respect of any financial year, such amounts shall be distributed in accordance with Article 21.2 of the Company's Articles of Association.</p> <p>On a return of capital on liquidation, winding up or otherwise (including any redemption or purchase of shares by the Company) the surplus assets of the Company remaining after payment of its liabilities shall be applied in accordance with Article 21.3 of the Company's Articles of Association.</p> <p>On a show of hands every A Ordinary Shareholder 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;</p> <p>On a written resolution or on a poll the A Ordinary Shareholders shall have, between them, 75 per cent of the total votes allocated to all shares, apportioned between the A Ordinary Shareholders pro rata to their respective holdings of A Ordinary Shares.</p> <p>The A Ordinary Shares are non-redeemable.</p>	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	B Ordinary	
Prescribed particulars	<p>To the extent that the Board resolves, with the consent of the Investor Majority, to distribute amounts by the Company in or in respect of any financial year, such amounts shall be distributed in accordance with Article 21.2 of the Company's Articles of Association.</p> <p>On a return of capital on liquidation, winding up or otherwise (including any redemption or purchase of shares by the Company) the surplus assets of the Company remaining after payment of its liabilities shall be applied in accordance with Article 21.3 of the Company's Articles of Association.</p> <p>The B Ordinary Shareholders shall have no rights to vote on any resolution of the Company nor to receive notice of, nor attend, any general meeting of the Company in respect of the B Ordinary shares held by such B Ordinary Shareholders.</p> <p>The B Ordinary shares are non-redeemable.</p>	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	A1 Preference	
Prescribed particulars	<p>To the extent that the Board resolves, with the consent of the Investor Majority, to distribute amounts by the Company in or in respect of any financial year, such amounts shall be distributed in accordance with Article 21.2 of the Company's Articles of Association.</p> <p>On a return of capital on liquidation, winding up or otherwise (including any redemption or purchase of shares by the Company) the surplus assets of the Company remaining after payment of its liabilities shall be applied in accordance with Article 21.3 of the Company's Articles of Association.</p> <p>On a show of hands every Preference Shareholder 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;</p> <p>On a written resolution or on a poll the Preference Shareholders shall have, between them, 25 per cent of the total votes allocated to all shares, apportioned between A Preference Shareholders and B Preference Shareholders pro rata to their respective holdings of A Preference Shares and B Preference Shares.</p> <p>The A1 Preference Shares are non-redeemable.</p>	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	A2 Preference	
Prescribed particulars	<p>To the extent that the Board resolves, with the consent of the Investor Majority, to distribute amounts by the Company in or in respect of any financial year, such amounts shall be distributed in accordance with Article 21.2 of the Company's Articles of Association.</p> <p>On a return of capital on liquidation, winding up or otherwise (including any redemption or purchase of shares by the Company) the surplus assets of the Company remaining after payment of its liabilities shall be applied in accordance with Article 21.3 of the Company's Articles of Association.</p> <p>On a show of hands every Preference Shareholder 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;</p> <p>On a written resolution or on a poll the Preference Shareholders shall have, between them, 25 per cent of the total votes allocated to all shares, apportioned between A Preference Shareholders and B Preference Shareholders pro rata to their respective holdings of A Preference Shares and B Preference Shares.</p> <p>The A2 Preference Shares are non-redeemable.</p>	

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5.	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	A3 Preference	
Prescribed particulars	<p>To the extent that the Board resolves, with the consent of the Investor Majority, to distribute amounts by the Company in or in respect of any financial year, such amounts shall be distributed in accordance with Article 21.2 of the Company's Articles of Association.</p> <p>On a return of capital on liquidation, winding up or otherwise (including any redemption or purchase of shares by the Company) the surplus assets of the Company remaining after payment of its liabilities shall be applied in accordance with Article 21.3 of the Company's Articles of Association.</p> <p>On a show of hands every Preference Shareholder 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;</p> <p>On a written resolution or on a poll the Preference Shareholders shall have, between them, 25 per cent of the total votes allocated to all shares, apportioned between A Preference Shareholders and B Preference Shareholders pro rata to their respective holdings of A Preference Shares and B Preference Shares.</p> <p>The A3 Preference Shares are non-redeemable.</p>	

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5.	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	A4 Preference	
Prescribed particulars	<p>To the extent that the Board resolves, with the consent of the Investor Majority, to distribute amounts by the Company in or in respect of any financial year, such amounts shall be distributed in accordance with Article 21.2 of the Company's Articles of Association.</p> <p>On a return of capital on liquidation, winding up or otherwise (including any redemption or purchase of shares by the Company) the surplus assets of the Company remaining after payment of its liabilities shall be applied in accordance with Article 21.3 of the Company's Articles of Association.</p> <p>On a show of hands every Preference Shareholder 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;</p> <p>On a written resolution or on a poll the Preference Shareholders shall have, between them, 25 per cent of the total votes allocated to all shares, apportioned between A Preference Shareholders and B Preference Shareholders pro rata to their respective holdings of A Preference Shares and B Preference Shares.</p> <p>The A4 Preference Shares are non-redeemable.</p>	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	A5 Preference	
Prescribed particulars	<p>To the extent that the Board resolves, with the consent of the Investor Majority, to distribute amounts by the Company in or in respect of any financial year, such amounts shall be distributed in accordance with Article 21.2 of the Company's Articles of Association.</p> <p>On a return of capital on liquidation, winding up or otherwise (including any redemption or purchase of shares by the Company) the surplus assets of the Company remaining after payment of its liabilities shall be applied in accordance with Article 21.3 of the Company's Articles of Association.</p> <p>On a show of hands every Preference Shareholder 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;</p> <p>On a written resolution or on a poll the Preference Shareholders shall have, between them, 25 per cent of the total votes allocated to all shares, apportioned between A Preference Shareholders and B Preference Shareholders pro rata to their respective holdings of A Preference Shares and B Preference Shares.</p> <p>The A5 Preference Shares are non-redeemable.</p>	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	B1 Preference	
Prescribed particulars	<p>To the extent that the Board resolves, with the consent of the Investor Majority, to distribute amounts by the Company in or in respect of any financial year, such amounts shall be distributed in accordance with Article 21.2 of the Company's Articles of Association.</p> <p>On a return of capital on liquidation, winding up or otherwise (including any redemption or purchase of shares by the Company) the surplus assets of the Company remaining after payment of its liabilities shall be applied in accordance with Article 21.3 of the Company's Articles of Association.</p> <p>On a show of hands every Preference Shareholder 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;</p> <p>On a written resolution or on a poll the Preference Shareholders shall have, between them, 25 per cent of the total votes allocated to all shares, apportioned between A Preference Shareholders and B Preference Shareholders pro rata to their respective holdings of A Preference Shares and B Preference Shares.</p> <p>The B1 Preference Shares are non-redeemable.</p>	

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

Class of share	B2 Preference	
Prescribed particulars	<p>To the extent that the board resolves, with the consent of the Investor Majority, to distribute amounts by the Company in or in respect of any financial year, such amounts shall be distributed in accordance with article 21.2 of the Company's articles of association. On a return of capital on liquidation, winding up or otherwise (including any redemption or purchase of shares by the company) the surplus assets of the Company remaining after payment of its liabilities shall be applied in accordance with article 21.3 of the Company's articles of association. On a show of hands every preference shareholder 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; on a written resolution or on a poll the preference shareholders shall have, between them, 25 per cent of the total votes allocated to all shares, apportioned between A preference shareholders and B preference shareholders pro rata to their respective holdings of A preference shares and B preference shares. The B2 preference shares are non-redeemable.</p>	

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5 Statement of capital (prescribed particulars of rights attached to shares)		
Class of share	B3 Preference	
Prescribed particulars	<p>To the extent that the board resolves, with the consent of the Investor Majority, to distribute amounts by the Company in or in respect of any financial year, such amounts shall be distributed in accordance with article 21.2 of the Company's articles of association. On a return of capital on liquidation, winding up or otherwise (including any redemption or purchase of shares by the company) the surplus assets of the Company remaining after payment of its liabilities shall be applied in accordance with article 21.3 of the Company's articles of association. On a show of hands every preference shareholder 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; on a written resolution or on a poll the preference shareholders shall have, between them, 25 per cent of the total votes allocated to all shares, apportioned between A preference shareholders and B preference shareholders pro rata to their respective holdings of A preference shares and B preference shares. The B3 preference shares are non-redeemable.</p>	