

SH01

Return of allotment of shares

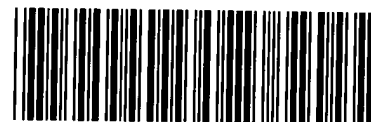


Go online to file this information
www.gov.uk/companieshouse

☒ **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
notice of shares taken by su
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for an allotment of a new cl
shares by an unlimited com

THURSDAY



A18 *A9I02C7V* #404
26/11/2020
COMPANIES HOUSE

1 Company details

Company number 0 8 1 6 7 1 3 0

Company name in full Rooffoods 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 ¹

From Date d 3 d 0 m 1 m 11 y 2 y 0 y 2 y 0

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 | Ordinary | 1,000 | 0.0001 | 3.00 | 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)

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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 | | | | |
| GBP | See attached schedule | | | |
| | | | | |
| | | | | |
| Totals | | | | |
| 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 |
| | | 7,141,281 | £714.1281 | £0.00 |

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

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Return of allotment of shares

4

Statement of capital

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 |
|--|--|------------------|--|---|
| GBP | Ordinary | 1,336,031 | £133.6031 | |
| GBP | Series A Convertible Preferred | 328,947 | £32.8947 | |
| GBP | Series B Convertible Preferred | 440,579 | £44.0579 | |
| GBP | Series C Convertible Preferred | 491,566 | £49.1566 | |
| GBP | Series D Convertible Preferred | 469,150 | £46.915 | |
| GBP | Series E Convertible Preferred | 1,243,722 | £124.3722 | |
| GBP | Series F Convertible Preferred | 1,395,544 | £139.5544 | |
| GBP | Series G Convertible Preferred | 1,435,742 | £143.5742 | |
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| | | | | |
| | | | | |
| | | | | |
| Totals | | 7,141,281 | £714.1281 | £0.00 |

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Return of allotment of shares

5 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 | Ordinary |
| Prescribed particulars ① | Each share entitles the holder thereof to one vote in any circumstances. Each share entitles the holder thereof to a pari passu share of any dividend payment or any other distribution. Each share entitles the holder thereof to a pari passu share in a distribution arising from a winding up of the company. Ordinary Shares are not to be redeemed and are not liable to be redeemed at the option of the company or the shareholder |

| | |
|-----------------------------|---|
| Class of share | Series A Convertible Preferred |
| Prescribed particulars ① | Each share is convertible into an Ordinary Share. Together with the Series B Convertible Preferred Shares, Series C Convertible Preferred Shares, Series D Convertible Preferred Shares and the Series E Convertible Preferred Shares, each share ranks senior to all other shares of the company in all respects. Series A Convertible Preferred Shares shall not be redeemable. Each share entitles the holder thereof to vote on an as-converted basis |

| | |
|-----------------------------|--|
| Class of share | Series B Convertible Preferred |
| Prescribed particulars ① | Each share is convertible into an Ordinary Share. Together with the Series A Convertible Preferred Shares, Series C Convertible Preferred Shares, Series D Convertible Preferred Shares and the Series E Convertible Preferred Shares, each share ranks senior to all other shares of the company in all respects. Series B Convertible Preferred Shares shall not be redeemable. Each share entitles the holder thereof to vote on an as-converted basis. |

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.

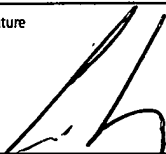
6 Signature

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 ②, 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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Return of allotment of shares

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

| | | |
|------------------------|--|--|
| Class of share | Series C Convertible Preferred | |
| Prescribed particulars | Each share is convertible into an Ordinary Share. Together with the Series A Convertible Preferred Shares, Series B Convertible Preferred Shares, Series D Convertible Preferred Shares and the Series E Convertible Preferred Shares, each share ranks senior to all other shares of the company in all respects. Series C Convertible Preferred Shares shall not be redeemable. Each share entitles the holder thereof to vote on an as-converted basis. | |

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Return of allotment of shares

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

| | | |
|------------------------|---|--|
| Class of share | Series D Convertible Preferred | |
| Prescribed particulars | <p>Each share is convertible into an Ordinary Share. Together with the Series A Convertible Preferred Shares, Series B Convertible Preferred Shares, Series C Convertible Preferred Shares and the Series E Convertible Preferred Shares, each share ranks senior to all other shares of the company in all respects. Series D Convertible Preferred D Shares shall not be redeemable. Each share entitles the holder thereof to vote on an as-converted basis.</p> | |

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

| | | |
|------------------------|--|--|
| Class of share | Series E Convertible Preferred | |
| Prescribed particulars | Each share is convertible into an Ordinary Share. Together with the Series A Convertible Preferred Shares, Series B Convertible Shares, Series C Convertible Preferred Shares and the Series D Convertible Preferred Shares, each share ranks senior to all other shares of the company in all respects. Series E Convertible Shares shall not be redeemable. Each share entitles the holder thereof to vote on an as-converted basis. | |

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Return of allotment of shares

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

| | | |
|------------------------|---|--|
| Class of share | Series F Convertible Preferred | |
| Prescribed particulars | Each share is convertible into an Ordinary Share. Together with the Series A Convertible Preferred Shares, Series B Convertible Preferred Shares, Series C Convertible Preferred Shares, Series D Convertible Preferred Shares and the Series E Convertible Preferred Shares, each share ranks senior to all other shares of the company in all respects. Series F Convertible Preferred Shares shall not be redeemable. Each share entitles the holder thereof to vote on an as-converted basis. | |

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Return of allotment of shares

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

| | | |
|------------------------|---|--|
| Class of share | Series G Convertible Preferred | |
| Prescribed particulars | <p>Each share is convertible into an Ordinary Share. Together with the Series A Convertible Preferred Shares, Series B Convertible Preferred Shares, Series C Convertible Preferred Shares, Series D Convertible Preferred Shares, Series E Convertible Preferred Shares and Series F Convertible Preferred Shares, each share ranks senior to all other shares of the company in all respects. Series G Convertible Preferred Shares shall not be redeemable. Each share entitles the holder thereof to vote on an as-converted basis.</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 Clive Weston

Company name Norton Rose Fulbright LLP

Address 3 More London Riverside

Post town London

County/Region

Postcode S E 1 2 A Q

Country United Kingdom

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 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