

SH01

Return of allotment of shares

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THURSDAY



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15/03/2018

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COMPANIES HOUSE

✓ **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 subscribers
on formation of the company or
for an allotment of a new class of
shares by an unlimited company.

1 Company details

Company number 0 8 2 6 5 5 0 1

Company name in full RESPOKE 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 d 0 m 03 y 2018
To Date d m 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	B Ordinary Shares	88984	0.0001	4.4951901	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	A Ordinary Shares	40666	4.0666	
GBP	B Ordinary Shares	2620071	262.0071	
GBP	C Ordinary Shares	746261	74.6261	
Totals		3406998	340.6998	0
Currency table B				
Totals				
Currency table C				
Totals				
Totals (including continuation pages)		3406998	340.6998	0

① 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.

Class of share

A Ordinary Shares

Prescribed particulars

1

The shares have attached to them full voting and dividend rights. They do not confer any rights of redemption.

Based on which option provides the greatest return per share for each C Ordinary Share, on liquidation, reduction of capital, dissolution, winding up or sale, payment shall be made in the following order of priority: [see continuation page]

Class of share

B Ordinary Shares

Prescribed particulars

1

The shares have attached to them full voting and dividend rights. They do not confer any rights of redemption.

Based on which option provides the greatest return per share for each C Ordinary Share, on liquidation, reduction of capital, dissolution, winding up or sale, payment shall be made in the following order of priority: [see continuation page]

Class of share

C Ordinary Shares

Prescribed particulars

1

The shares have attached to them full voting and dividend rights. They do not confer any rights of redemption.

Based on which option provides the greatest return per share for each C Ordinary Share, on liquidation, reduction of capital, dissolution, winding up or sale, payment shall be made in the following order of priority: [see continuation page]

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 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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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 **G.Perrott**

Company name **Birketts LLP**

Address **22 Station Road**

Post town **Cambridge**

County/Region **Cambridgeshire,**

Postcode

C	B	1		2	J	D
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Country **England**

DX **DX131969 Cambridge 6**

Telephone **01223 326600**



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

Class of share	A Ordinary Shares	
Prescribed particulars	<p>If based on a pari passu distribution of the Company's assets among the holders of the Ordinary Shares and a prior payment to the holders of deferred shares; (i) a total of £1.00 for the entire class of deferred shares of £0.0001 each in the capital of the Company; and (ii) thereafter, the balance, if any, of a sum up to £30,500 shall be distributed among the holders of A shares on a pro rata basis; and (iii) thereafter the balance, if any, to the holders of C Ordinary Shares of an amount per C Ordinary Share equal to or more than the amount paid or credited as paid of that C Ordinary Share.</p> <p>If based on the basis just described, each holder of C Ordinary Shares would not receive an amount per C Ordinary Share equal to or more than the amount paid or credited as paid of that C Ordinary Share, then the surplus assets of the Company remaining after payment of its liabilities shall be distributed in the following order of priority: (i) a total of £0.01 to the holders of the deferred shares of £0.0001 each in the capital of the company for the entire class of deferred shares; and (ii) thereafter, the balance, if any, to the holders of Ordinary Shares, 99% to the holders of C Ordinary Shares and 1% to the holders of A Ordinary Shares and B Ordinary Shares pro rata to the number of Shares held by them in the relevant class, until the holder of each C Ordinary Share shall have received an amount each equal to the amount paid or credited as paid up for that C Ordinary Share; (iii) thereafter, the balance, if any, of a sum up to £30,500 shall be distributed among the holders of A shares on a pro rata basis; and (iv) thereafter, the balance, if any, to the holders of A Ordinary Shares and B Ordinary Shares (as if one class) on a pro rata basis.</p>	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	B Ordinary Shares	
Prescribed particulars	<p>If based on a pari passu distribution of the Company's assets among the holders of the Ordinary Shares and a prior payment to the holders of deferred shares; (i) a total of £1.00 for the entire class of deferred shares of £0.0001 each in the capital of the Company; and (ii) thereafter, the balance, if any, of a sum up to £30,500 shall be distributed among the holders of A shares on a pro rata basis; and (iii) thereafter the balance, if any, to the holders of C Ordinary Shares of an amount per C Ordinary Share equal to or more than the amount paid or credited as paid of that C Ordinary Share.</p> <p>If based on the basis just described, each holder of C Ordinary Shares would not receive an amount per C Ordinary Share equal to or more than the amount paid or credited as paid of that C Ordinary Share, then the surplus assets of the Company remaining after payment of its liabilities shall be distributed in the following order of priority: (i) a total of £0.01 to the holders of the deferred shares of £0.0001 each in the capital of the company for the entire class of deferred shares; and (ii) thereafter, the balance, if any, to the holders of Ordinary Shares, 99% to the holders of C Ordinary Shares and 1% to the holders of A Ordinary Shares and B Ordinary Shares pro rata to the number of Shares held by them in the relevant class, until the holder of each C Ordinary Share shall have received an amount each equal to the amount paid or credited as paid up for that C Ordinary Share; (iii) thereafter, the balance, if any, of a sum up to £30,500 shall be distributed among the holders of A shares on a pro rata basis; and (iv) thereafter, the balance, if any, to the holders of A Ordinary Shares and B Ordinary Shares (as if one class) on a pro rata basis.</p>	

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

Class of share	C Ordinary Shares
Prescribed particulars	<p>If based on a pari passu distribution of the Company's assets among the holders of the Ordinary Shares and a prior payment to the holders of deferred shares; (I) a total of £1.00 for the entire class of deferred shares of £0.0001 each in the capital of the Company; and (II) thereafter, the balance, if any, of a sum up to £30,500 shall be distributed among the holders of A shares on a pro rata basis; and (III) thereafter the balance, if any, to the holders of C Ordinary Shares of an amount per C Ordinary Share equal to or more than the amount paid or credited as paid of that C Ordinary Share.</p> <p>If based on the basis just described, each holder of C Ordinary Shares would not receive an amount per C Ordinary Share equal to or more than the amount paid or credited as paid of that C Ordinary Share, then the surplus assets of the Company remaining after payment of its liabilities shall be distributed in the following order of priority: (I) a total of £0.01 to the holders of the deferred shares of £0.0001 each in the capital of the company for the entire class of deferred shares; and (II) thereafter, the balance, if any, to the holders of Ordinary Shares, 99% to the holders of C Ordinary Shares and 1% to the holders of A Ordinary Shares and B Ordinary Shares pro rata to the number of Shares held by them in the relevant class, until the holder of each C Ordinary Share shall have received an amount each equal to the amount paid or credited as paid up for that C Ordinary Share; (III) thereafter, the balance, if any, of a sum up to £30,500 shall be distributed among the holders of A shares on a pro rata basis; and (IV) thereafter, the balance, if any, to the holders of A Ordinary Shares and B Ordinary Shares (as if one class) on a pro rata basis.</p>