

SH01

Return of allotment of shares

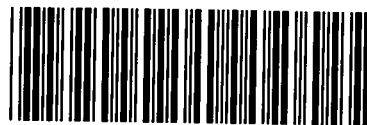


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TUESDAY



A5HEWRFV

A22 11/10/2016 #134

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A5FZ994J

A07 21/09/2016 #39

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A5EZB6RN

A21 06/09/2016 #81

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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 for**
You cannot use this form to give
notice of shares allotted following
incorporation. You must use form
SH02 for an allotment of shares by an
unlimited company.

please
house

1 Company details

Company number 0 8 3 3 9 9 6 0

Company name in full BORROWMYDOGGY 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 ¹

From Date ^d2 ^d3 ^m0 ^m2 ^y2 ^y0 ^y1 ^y6

To Date ^d1 ^d6 ^m0 ^m5 ^y2 ^y0 ^y1 ^y6

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	385,145	£0.0001	£2.2065	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)

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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	ORDINARY	2,012,751	£201.28	
GBP	DEFERRED	179,675	£ 17.97	
Totals		2,192,426	£219.25	①

Currency table B				
Totals				

Currency table C				
Totals				

Totals (including continuation pages)		Total number of shares	Total aggregate nominal value ①	Total aggregate amount unpaid ①
		2,192,426	£219.25	①

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

ORDINARY

Prescribed particulars
①

Please see attached continuation page

Class of share

DEFERRED

Prescribed particulars
①

Please see attached continuation page

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.

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



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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Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	ORDINARY	
Prescribed particulars	<p>Liquidation Event On a Liquidation Event, the assets of the Company remaining after the payment of its liabilities shall be applied amongst, and distributed to, the Shareholders pro rata as to the number of Shares held each Shareholder. Further to such payment, in relation to Deferred Shares, following a distribution pursuant to this Article 3.1 of not less than £1,000,000 per Ordinary Share, an amount equal to 1p per Deferred Share. Any balance thereafter shall be applied amongst, and distributed to, the Shareholders pro rata to the number of Shares held by each Shareholder.</p> <p>As soon as practicable after the receipt of the consideration payable to the Company in respect of a Business Sale, the Company shall distribute the assets of the Company after payment of its liabilities in accordance with Article 3.1 of the Articles.</p> <p>In the event of a Share Sale then, notwithstanding anything to the contrary in the terms and conditions governing such Share Sale the selling Holders of Shares shall immediately prior to such Share Sale procure that the consideration ("Sale Proceeds"), whenever it is received, shall be placed in a designated trustee account and shall be distributed amongst such selling Holders of Shares in such amounts and in such order of priority as would be applicable on a Liquidation Event pursuant to article 3.1.</p> <p>If any available assets on a Liquidation Event or any Sale Proceeds include: (i) any non-cash assets or proceeds ("Non-Cash Consideration"); and/or (ii) any deferred and/or contingent assets or proceeds ("Delayed Consideration") then Articles 3.1 and 3.3 shall apply to such Non-Cash Consideration and/or Delayed Consideration in such manner as the Board (acting reasonably and in good faith) may determine (including, without limitation, as to the cash equivalent value of any such assets or proceeds and/or the timing of any payment or distribution thereof).</p> <p>Dividends All dividends shall be paid to all Shareholders pro rata as to the number of Shares held by each Shareholder. The Holders of Deferred Shares are not entitled to receive any dividends.</p> <p>Voting Each ordinary share shall carry the right to receive notice of and to attend, speak and vote at all general meetings of the company.</p> <p>Redemption The shares are not redeemable.</p>	

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Class of share	DEFERRED	
Prescribed particulars	<p>Liquidation Event On a Liquidation Event, the assets of the Company remaining after the payment of its liabilities shall be applied amongst, and distributed to, the Shareholders pro rata as to the number of Shares held each Shareholder. Further to such payment, in relation to Deferred Shares, following a distribution pursuant to this Article 3.1 of not less than £1,000,000 per Ordinary Share, an amount equal to 1p per Deferred Share. Any balance thereafter shall be applied amongst, and distributed to, the Shareholders pro rata to the number of Shares held by each Shareholder.</p> <p>As soon as practicable after the receipt of the consideration payable to the Company in respect of a Business Sale, the Company shall distribute the assets of the Company after payment of its liabilities in accordance with Article 3.1 of the Articles.</p> <p>In the event of a Share Sale then, notwithstanding anything to the contrary in the terms and conditions governing such Share Sale the selling Holders of Shares shall immediately prior to such Share Sale procure that the consideration ("Sale Proceeds"), whenever it is received, shall be placed in a designated trustee account and shall be distributed amongst such selling Holders of Shares in such amounts and in such order of priority as would be applicable on a Liquidation Event pursuant to article 3.1.</p> <p>If any available assets on a Liquidation Event or any Sale Proceeds include: (i) any non-cash assets or proceeds ("Non-Cash Consideration"); and/or (ii) any deferred and/or contingent assets or proceeds ("Delayed Consideration") then Articles 3.1 and 3.3 shall apply to such Non-Cash Consideration and/or Delayed Consideration in such manner as the Board (acting reasonably and in good faith) may determine (including, without limitation, as to the cash equivalent value of any such assets or proceeds and/or the timing of any payment or distribution thereof).</p> <p>Dividends The Holders of Deferred Shares are not entitled to receive any dividends.</p> <p>Voting The Deferred Shares (if any) shall not entitle the holders of them to receive notice of, to attend, to speak or to vote at any general meeting of the Company nor to receive or vote on, or otherwise constitute an eligible member for the purposes of, proposed written resolutions of the Company.</p> <p>Continued on next page.../</p>	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	DEFERRED	
Prescribed particulars	/...continued	
	<p>Redemption Subject to the Act, any Deferred Shares may be redeemed by the Company at any time at its option for one penny for all the Deferred Shares registered in the name of any holder(s) without obtaining the sanction of the holder(s). The allotment or issue of Deferred Shares or the conversion or re-designation of shares into Deferred Shares shall be deemed to confer irrevocable authority on the Company at any time after their allotment, issue, conversion or re-designation, without obtaining the sanction of such holder(s), to: (a) appoint any person to execute any transfer (or any agreement to transfer) such Deferred Shares to such person(s) as the Company may determine (as nominee or custodian thereof or otherwise); and/or (b) give, on behalf of such holder, consent to the cancellation of such Deferred Shares; and/or (c) purchase such Deferred Shares in accordance with the Act (only with the written consent of the Super Majority). (d) in any such case (i) for a price being not more than an aggregate sum of one penny for all the Deferred Shares registered in the name of such holder(s) and (ii) with the Company having authority pending such transfer, cancellation and/or purchase to retain the certificates (if any) in respect thereof.</p>	