

SH01

Return of allotment of shares

You can use the WebFiling service to file this form online.
Please go to 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 for**
You cannot use this form to give
notice of shares taken by subscrip-
tion on formation of the company or
for an allotment of a new class
of shares by an unlimited company.



A12 *A4KIQS74* 19/11/2015 #353
COMPANIES HOUSE

1 Company details

Company number 0 8 4 6 2 1 7 5

Company name in full Panther Partners 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 d 1 d 6 m 1 m 1 y 2 y 0 y 1 y 5

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.

Class of shares (E.g. Ordinary/Preference etc.)	Currency ②	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
D Ordinary	£	484	1.00	0.00	1.00

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

Section 4 (also Section 5 and Section 6, if appropriate) should reflect the company's issued capital at the date of this return.

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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 ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
See continuation sheet				£
				£
				£
				£
Totals				£

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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 ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

Currency

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

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Statement of capital (Totals)

Please give the total number of shares and total aggregate nominal value of issued share capital.		④ Total aggregate nominal value Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.
Total number of shares	28,956,730	
Total aggregate nominal value ④	£139,467.30	

① Including both the nominal value and any share premium.

③ 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.

② Total number of issued shares in this class.

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7 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 **Section 4** and **Section 5**.

Class of share See continuation sheet

Prescribed particulars
1 See continuation sheet

Class of share

Prescribed particulars
1

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 and any terms or conditions relating to redemption of these shares.

A separate table must be used for each class of share.

Continuation page

Please use a Statement of Capital continuation page if necessary.

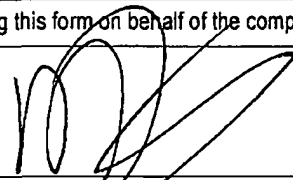
8 Signature

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 JGS/SOE 31085.4/20831590.1

Company name
OLSWANG LLP

Address 90 High Holborn

Post town London

County/Region

Postcode W C 1 V 6 X X

Country

DX 37972 Kingsway

Telephone 020 7067 3000

**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,
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.companieshouse.gov.uk or email 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

Please complete the table below to show any class of shares held in other currencies. Please complete a separate table for each currency.

- 1 Including both the nominal value and any share premium.
- 2 Total number of issued shares in this class.
- 3 E.g. Number of shares issued multiplied by nominal value of each share.

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7 **Statement of capital (Prescribed particulars of rights attached to shares)**

Class of share	A1 Ordinary shares of £0.002 each	
Prescribed particulars	Subject to articles 3.3.2, 6.4 and 6.7.2, A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares shall respectively confer on each holder thereof (in that capacity) the right to receive notice of and to attend, speak and (in the case of the A Ordinary Shares, subject to the proviso at article 3.3 of the articles of association) vote at all general meetings of the Company and to vote on written resolutions and on a poll or written resolution to exercise one vote per Share. As regards income distribution, the Company may not distribute any profits in respect of any financial year unless and until Investor Approval to such distribution shall have been obtained. Subject thereto, and subject to article 3.7 and the provisions of any Facilities Agreement, any profits which the Company may determine to distribute in respect of any financial year shall be applied amongst the holders of the A1 Ordinary Shares, A2 Ordinary Shares the B Ordinary Shares and the C Ordinary Shares (pari passu as if the same constituted one class of share). As regards capital distribution, please see article 3.2 of the Company's articles of association. The A1 Ordinary shares are not redeemable.	

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7 Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	A2 Ordinary shares of £0.002 each	
Prescribed particulars	Subject to articles 3.3.2, 6.4 and 6.7.2, A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares shall respectively confer on each holder thereof (in that capacity) the right to receive notice of and to attend, speak and (in the case of the A Ordinary Shares, subject to the proviso at article 3.3 of the articles of association) vote at all general meetings of the Company and to vote on written resolutions and on a poll or written resolution to exercise one vote per Share. As regards income distribution, the Company may not distribute any profits in respect of any financial year unless and until Investor Approval to such distribution shall have been obtained. Subject thereto, and subject to article 3.7 and the provisions of any Facilities Agreement, any profits which the Company may determine to distribute in respect of any financial year shall be applied amongst the holders of the A1 Ordinary Shares, A2 Ordinary Shares the B Ordinary Shares and the C Ordinary Shares (pari passu as if the same constituted one class of share). As regards capital distribution, please see article 3.2 of the Company's articles of association. The A2 Ordinary shares are not redeemable.	

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7 Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	B Ordinary shares of £0.01 each	
Prescribed particulars	Subject to articles 3.3.2, 6.4 and 6.7.2, A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares shall respectively confer on each holder thereof (in that capacity) the right to receive notice of and to attend, speak and (in the case of the A Ordinary Shares, subject to the proviso at article 3.3 of the articles of association) vote at all general meetings of the Company and to vote on written resolutions and on a poll or written resolution to exercise one vote per Share. As regards income distribution, the Company may not distribute any profits in respect of any financial year unless and until Investor Approval to such distribution shall have been obtained. Subject thereto, and subject to article 3.7 and the provisions of any Facilities Agreement, any profits which the Company may determine to distribute in respect of any financial year shall be applied amongst the holders of the A1 Ordinary Shares, A2 Ordinary Shares the B Ordinary Shares and the C Ordinary Shares (pari passu as if the same constituted one class of share). As regards capital distribution, please see article 3.2 of the Company's articles of association. The B Ordinary shares are not redeemable.	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	C Ordinary shares of £0.01 each	
Prescribed particulars	Subject to articles 3.3.2, 6.4 and 6.7.2, A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares shall respectively confer on each holder thereof (in that capacity) the right to receive notice of and to attend, speak and (in the case of the A Ordinary Shares, subject to the proviso at article 3.3 of the articles of association) vote at all general meetings of the Company and to vote on written resolutions and on a poll or written resolution to exercise one vote per Share. As regards income distribution, the Company may not distribute any profits in respect of any financial year unless and until Investor Approval to such distribution shall have been obtained. Subject thereto, and subject to article 3.7 and the provisions of any Facilities Agreement, any profits which the Company may determine to distribute in respect of any financial year shall be applied amongst the holders of the A1 Ordinary Shares, A2 Ordinary Shares the B Ordinary Shares and the C Ordinary Shares (pari passu as if the same constituted one class of share). As regards capital distribution, please see article 3.2 of the Company's articles of association. The C Ordinary shares are not redeemable.	

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

Class of share	D Ordinary shares of £1.00 each
Prescribed particulars	Subject to articles 3.3.2, 6.4 and 6.7.2, A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares shall respectively confer on each holder thereof (in that capacity) the right to receive notice of and to attend, speak and (in the case of the A Ordinary Shares, subject to the proviso at article 3.3 of the articles of association) vote at all general meetings of the Company and to vote on written resolutions and on a poll or written resolution to exercise one vote per Share. As regards income, the holders of D Ordinary shares have no right to participate in any distribution of profits by the company (including on a wind-up). As regards capital distribution, please see article 3.2 of the Company's articles of association. The D Ordinary shares are not redeemable. Article 3.2 3.2 As regards capital: Subject to articles 3.7, 3.9 and 3.10, on a return of assets on an Exit, liquidation, reduction of capital or otherwise, the surplus assets of the Company remaining after payment of its liabilities shall be applied: 3.2.1 where the return of assets in question occurs before 5.00 pm (London time) on 31 March 2016 and at a time when the Enterprise Value equals or exceeds £130,000,000: (a) first in paying to the holders of the A Ordinary Shares, B Ordinary Shares and C Ordinary Shares an amount equal to the subscription price (inclusive of any premium) paid for such shares; (b) second in paying to the B Ordinary Shares and C Ordinary Shares (pari passu as if the same constituted one class) an amount equal to the balance of such assets remaining after the allocation under paragraph (a) above multiplied by X/Y, where "X" is the total number of B Ordinary Shares and C Ordinary Shares in issue and "Y" is the total number of A Ordinary Shares, B Ordinary Shares and C Ordinary Shares in issue; and

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Notice of consolidation, sub-division, redemption of shares or
re-conversion of stock into shares

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Statement of capital (Prescribed particulars of rights attached to shares) 1

Class of share	D Ordinary shares of £1.00 each continued	1 Prescribed particulars of rights attached to shares
Prescribed particulars	(c) third in paying to the holders of the D Ordinary Shares (pari passu) an amount equal to £10,000,000; and (d) subject thereto, the balance of such assets shall belong to and be distributed amongst the holders of the A Ordinary Shares (pari passu); 3.2.2 where the return of assets in question occurs before 5.00 pm (London time) on 31 March 2016 and at a time when the Enterprise Value equals or exceeds £120,000,000 but is less than £130,000,000: (a) first in paying to the holders of the A Ordinary Shares, B Ordinary Shares and C Ordinary Shares an amount equal to the subscription price (inclusive of any premium) paid for such shares; (b) second in paying to the B Ordinary Shares and C Ordinary Shares (pari passu as if the same constituted one class) an amount equal to the balance of such assets remaining after the allocation under paragraph (a) above multiplied by X/Y, where "X" is the total number of B Ordinary Shares and C Ordinary Shares in issue and "Y" is the total number of A Ordinary Shares, B Ordinary Shares and C Ordinary Shares in issue; (c) third in paying to the holders of the D Ordinary Shares (pari passu) an amount equal to £5,000,000 plus 50% of the amount by which the Enterprise Value exceeds £120,000,000; and (d) subject thereto, the balance of such assets shall belong to and be distributed amongst the holders of the A Ordinary Shares (pari passu); and 3.2.3 in all other circumstances: (a) first in paying to the holders of the A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares (pari passu as if the same constituted one class of share) an amount equal to the subscription price (inclusive of any premium) paid for such shares; and (b) subject thereto, the balance of such assets shall belong to and be distributed amongst the holders of the A Ordinary Shares, the B Ordinary Shares and the C Ordinary Shares (pari passu as if the same constituted one class of share).	The particulars are: - particulars of any voting rights, including rights that arise only in certain circumstances; - particulars of any rights, as respects dividends, to participate in a distribution; - particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and - 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. A separate table must be used for each class of share.

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Notice of consolidation, sub-division, redemption of shares or
re-conversion of stock into shares

10

Statement of capital (Prescribed particulars of rights attached to shares) ①

Class of share	D Ordinary shares of £1.00 each continued	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 and any terms or conditions relating to redemption of these shares. A separate table must be used for each class of share.
Prescribed particulars	The holders of Deferred Shares shall be entitled on a winding up of the Company to receive an amount equal to the nominal value of the Deferred Shares held by them after each of the A Ordinary Shares, B Ordinary Shares and C Ordinary Shares have each received £10,000,000 per share.	