

# 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**  
You cannot use this form  
notice of shares taken by  
on formation of the company  
for an allotment of a new  
shares by an unlimited company

SATURDAY



A08 \*A895B3SI\* #343  
06/07/2019  
COMPANIES HOUSE

### 1 Company details

Company number 08801133  
Company name in full CONNECT MANAGED HOLDINGS 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 <sup>1</sup>

From Date d 0 d 2 m 0 m 7 y 2 y 0 y 1 y 8 y 9  
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 <sup>2</sup>	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	C ORDINARY	91,391	0.1	0.1	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
<b>Currency table A</b>				
GBP	A1 ORDINARY	1012524	25313.1	
GBP	A2 ORDINARY	987476	24686.9	
GBP	B ORDINARY	348508	34850.8	
<b>Totals</b>		2348508	84850.8	£0.00

<b>Currency table B</b>				
GBP	C ORDINARY	265500	26550	
GBP	D ORDINARY	402098	40209.8	
<b>Totals</b>		667598	66759.8	£0.00

<b>Currency table C</b>				
<b>Totals</b>				
<b>Totals (including continuation pages)</b>		<b>Total number of shares</b>	<b>Total aggregate nominal value ❶</b>	<b>Total aggregate amount unpaid ❶</b>
		3016106	151610.6	0.00

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

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**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

Please see the attached continuation sheet.

**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.

Class of share

A Ordinary

Prescribed particulars  
①

Please see the attached continuation sheet.

Class of share

B Ordinary

Prescribed particulars  
①

Please see the attached continuation sheet.

**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	Jennifer Evans
Company name	Pitmans LLP
Address	The Anchorage
34 Bridge Street	
Post town	Reading
County/Region	Berkshire
Postcode	R 1 2 L U
Country	U.K
DX	DX: 146420 READING 21
Telephone	02380837740



### 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](http://www.gov.uk/companieshouse) or email [enquiries@companieshouse.gov.uk](mailto: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](http://www.gov.uk/companieshouse)

## Shares allotted

## ② Currency

[illegible]

# SH01 - continuation page

## Return of allotment of shares

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

Details of non-cash  
consideration.

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

### Statement of capital

Complete the table below to show the issued share capital.

**Complete a separate table for each currency.**

[illegible]

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

Class of share		
Prescribed particulars		

**Connect Managed Holdings Limited**  
**Company Number: 08801133**

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**Continuation Page:**

**Panel 5: Statement of capital (Prescribed particulars of rights attached to shares)**

**Class of Share: A1 Ordinary**

**Prescribed Particulars**

Entitled to participate in profit distribution on return of assets on liquidation, reduction of capital or otherwise, the surplus assets of the Company after payment of its liabilities will also be distributed to class A ordinary shareholders.

For as long as an LDC entity shall be the legal and beneficial owner of A1 ordinary shares, such A1 ordinary shares so held by LDC entities shall not together confer more than 49.9% of the total voting rights of all shares at any time. In the event that circumstances of Article 3.3.2 take place, each holder of A ordinary shares shall be entitled in that capacity, to exercise on a poll vote at a general meeting, or on a vote or written resolution such number of votes for every A ordinary share of which it is the holder as shall confer upon the A ordinary shares 95% of the total voting rights of all the shares at the relevant time. If the circumstances giving rise to the rights set out in Article 3.3.2 are remedied at any time, then the A ordinary shareholders (Investor Majority) shall as soon as reasonably practicable thereafter serve notice on the Company that any additional voting rights which A ordinary shares has chosen to exercise by notice under Article 3.3.2 shall cease to apply with immediate effect. Special rights attaching to the A ordinary shares as a class of shares may be abrogated or varied only if, the holder of the three-quarters in the nominal value of the A ordinary shares consent in writing to the variation or abrogation or a special resolution is passed at a separate general meeting of the holders of the A ordinary shares sanctions the variation or abrogation.

Holders of A ordinary shares shall be entitled from time to time to appoint up to two persons as directors of the Company in accordance with the provisions of Article 3.5.1. Pursuant to Article 3.3.2 the holders of the A ordinary shares shall be entitled to remove any director from office and/or appoint any person as a director in his place provided that any person removed or replaced pursuant to Article 3.5.1 does not constitute one half or more of the total number of directors for the time being. No meeting of the members shall be quorate unless those members present include the holders of not less than 50% of the A ordinary shares for the time being in issue.

On sale, the proceeds of the shares shall be allocated and paid out firstly to; out of pocket expenses and third party professionals fees incurred by the Company in connection with the sale, secondly, pay all the principal and interest that is due on the A Loan Notes and thirdly pay all the principal and interest due on the A1 Loan Notes before paying all other share classes.

Non redeemable.

## **Class of Share A2 Ordinary**

### **Prescribed Particulars**

A2 ordinary share has no voting rights as long as LDC III LP, LDC Parallel III LP, LDC Equity III LP, LDC (Nominees) Ltd, LDC Parallel (Nominees). Entitled to participate in profit distribution on return of assets on liquidation, reduction of capital or otherwise, the surplus assets of the Company after payment of its liabilities will also be distributed to Class A ordinary shareholders.

In the event that circumstances of Article 3.3.2 take place, each holder of A ordinary shares shall be entitled in that capacity, to exercise on a poll vote at a general meeting, or on a vote or written resolution such number of votes for every A ordinary shares of which it is the holder as shall confer upon the A ordinary shares 95% of the total voting rights of all the shares at the relevant time. If the circumstances giving rise to the rights set out in Article 3.3.2 are remedied at any time then the A ordinary shareholder (Investor Majority) shall as soon as reasonably practicable thereafter serve notice on the Company that any additional voting rights which A ordinary shares has chosen to exercise by notice under Article 3.3.2 shall cease to apply with immediate effect. Special rights attaching to the A ordinary shares as a class of shares may be abrogated or varied only if: the holder of the three-quarters in the nominal value of the A ordinary shares consent in writing to the variation or abrogation or a special resolution is passed at a separate general meeting of the holders of the A ordinary shares sanctions the variation or abrogation. Holders of A ordinary shares shall be entitled from time to time to appoint up to two persons as directors of the Company in accordance with the provisions of Article 3.5.1. Pursuant to Article 3.3.2 the holders of A ordinary shares shall be entitled to remove any director from office and or appoint any person as a director in his place provided that any person removed or replaced pursuant to Article 3.5.1 does not constitute one half or more of the total number of directors for the time being. No meeting of the members shall be quorate unless those members present include the holders of not less than 50% of the A ordinary shares for the time being in issue.

Non redeemable.

## **Class of Share B Ordinary**

### **Prescribed Particulars**

Entitled to participate in profit distribution have the right to notice of and to attend, speak and vote at all general meetings of the Company and vote on written resolutions and on roll or written resolutions entitled to dividends on return of assets on liquidation, reduction of capital or otherwise, the surplus assets of the company after payment of its liabilities will also be distributed to class B ordinary shareholders the special right attaching to the B ordinary shares, may be varied or abrogated only if the variation in the abrogation applies in the same manner to the B ordinary shareholders, C ordinary shareholders and D ordinary shareholders and either: the holders of an aggregate of the three-quarters in the number of the B ordinary shares, the C ordinary shares and D ordinary shares in issue consent in writing to the variation or abrogation or resolution is passed at separate general meeting of the holders of the B ordinary shares, the C ordinary shares and the D ordinary shares pursuant to which the holder of the aggregate of the three-quarters in number of B ordinary shares, the C ordinary shares and D ordinary in issue sanction the variation or abrogation.

On sale, the proceeds of the shares shall be allocated and paid out firstly to out of pocket expenses and third party professionals fees incurred by the Company in connection with the sale, secondly, pay all the principal and interest that is due on the A Loan Notes and thirdly, pay all the principal and interest due on the AI Loan Notes and then B ordinary shares before repaying all other share classes.

Non redeemable.

## **Class of Share C Ordinary**

### **Prescribed Particulars**

Rights are same as B ordinary shares on sale, the proceeds of the shares shall be allocated and paid out firstly to out of pocket expenses and third party professionals fees incurred by the Company in connection with the sale, secondly, pay all the principal and interest that is due on the A loan notes and thirdly pay all the principal and interest due on the A1 Loan Notes and then B ordinary shares, then C ordinary shares before paying all other share classes.

Non redeemable,

## **Class of Share D Ordinary**

### **Prescribed Particulars**

Rights are same as B ordinary shares on sale, the proceeds of the shares shall be allocated and paid out firstly to out of pocket expenses and third party professionals fees incurred by the Company in connection with the sale, secondly, pay all the principal and interest that is due on the A loan notes and thirdly pay all the principal and interest due on the A1 Loan Notes and then B ordinary shares, then C ordinary shares, then D ordinary shares before paying deferred shares.

Non redeemable.