

SH01

Return of allotment of shares

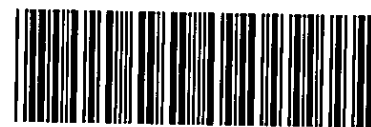
BLUEPRINT

2000

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
or on formation of the company
for an allotment of a new
share by an unlimited company



R50ZDF8A

RC2 18/02/2016 #68
COMPANIES HOUSE

THURSDAY

1 Company details

Company number 08862063

Company name in full Ovo Group Ltd

Filing 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 3 0 1 1 2 0 1 5
To Date

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)

Currency
If currency details are not
completed we will assume currency
is in pound sterling

Class of shares (Eg Ordinary/Preference etc)	Currency	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
D4 Ordinary	GBP	212,042	0.00001	0.00001	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

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

4 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 attached schedule				£
				£
				£
				£
Totals				£

5 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				

6 Statement of capital (Totals)

Please give the total number of shares and total aggregate nominal value of issued share capital				③ Total aggregate nominal value Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc
Total number of shares				
Total aggregate nominal value ③				

① Including both the nominal value and any share premium

② E.g. Number of shares issued multiplied by nominal value of each share

③ Total number of issued shares in this class

Continuation Pages
Please use a Statement of Capital continuation page if necessary.

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Return of allotment of shares

Statement of capital

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

Currency	Pounds Sterling			
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 ①
A Ordinary	0.00001	0.00	11,549,110	£115.4911
B Ordinary	0.00001	0.00	97,956	£0.97956
C Ordinary	4.32	0.00	21,674	£0.21674
C Ordinary	8.90	0.00	5,834	£0.05834
C Ordinary	11.00	0.00	30,885	£0.30885
C Ordinary	11.30	0.00	13,698	£0.13698
D1 Ordinary	0.00001	0.00	887,708	£8.87708
D2 Ordinary	0.00001	0.00	132,281	£1.32281
D3 Ordinary	0.00001	0.00	331,534	£3.31534
D4 Ordinary	0.00001	0.00	212,042	£2.12042
Deferred	0.00001	0.00	111,143	£1.11143
Preferred	0.00001	0.00	2,424,769	£24.24769
Preferred	15,499,992.63	0.00	2	£0.00002
Totals			15,818,636	£158.18636

- 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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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	£0.00001 A Ordinary	
Prescribed particulars ①	The A Ordinary shares have full voting rights. The A Ordinary shares have rights to dividend subject to the priority rights of the Preference shares. On a return of capital, the A Ordinary shares have subordinated rights pro rata with the B Ordinary shares and the C Ordinary shares, subject to the priority rights of the Preferred shares and the D Ordinary shares. The A Ordinary shares do not confer any rights of redemption.	<p>① Prescribed particulars of rights attached to shares</p> <p>The particulars are</p> <ul style="list-style-type: none"> 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 <p>A separate table must be used for each class of share</p> <p>Continuation page Please use a Statement of Capital continuation page if necessary</p>
Class of share	£0.00001 B Ordinary	
Prescribed particulars ①	B Ordinary shares have no voting or dividend rights. On a return of capital, the B Ordinary shares have subordinated rights pro rata with the A Ordinary shares and the C Ordinary shares, subject to the priority rights of the Preferred shares and the D Ordinary shares. The B Ordinary shares do not confer any rights of redemption.	
Class of share	£0.00001 C Ordinary	
Prescribed particulars ①	The C Ordinary shares have no voting or dividend rights. On a return of capital, the C Ordinary shares have subordinated rights pro rata with the A Ordinary shares and the B Ordinary shares, subject to the priority rights of the Preferred shares and the D Ordinary shares. The C Ordinary shares do not confer any rights of redemption.	

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Signature

	I am signing this form on behalf of the company	
Signature	<p>Signature</p> <p>X  X</p>	<p>① 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</p> <p>② Person authorised Under either section 270 or 274 of the Companies Act 2006.</p>
	This form may be signed by Director ②, Secretary, Person authorised ②, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.	

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

Class of share	£0 00001 D1 Ordinary	
Prescribed particulars	The D1 Ordinary shares have no voting or dividend rights. The D1 Ordinary shares have priority rights on a return of capital in common with the D2, D3 and D4 Ordinary shares. The D1 shares do not confer any rights of redemption.	

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7 Statement of capital (Prescribed particulars of rights attached to shares)		
Class of share	£0 00001 D2 Ordinary	
Prescribed particulars	The D2 Ordinary shares have no voting or dividend rights The D2 Ordinary shares have priority rights on a return of capital in common with the D1, D3 and D4 Ordinary shares The D2 shares do not confer any rights of redemption	

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

Class of share	£0 00001 D3 Ordinary	
Prescribed particulars	The D3 Ordinary shares have no voting or dividend rights. The D3 Ordinary shares have priority rights on a return of capital in common with the D1, D2 and D4 Ordinary shares. The D3 shares do not confer any rights of redemption.	

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

Class of share	£0.00001 D4 Ordinary	
Prescribed particulars	<p>The D4 Ordinary shares have no voting or dividend rights. The D4 Ordinary shares have priority rights on a return of capital in common with the D1, D2 and D3 Ordinary shares. The D4 shares do not confer any rights of redemption.</p>	

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

Class of share	£0.00001 Deferred	
Prescribed particulars	Deferred shares have no voting or dividend rights Deferred shares do not confer any rights of redemption The Deferred Shares shall on a return of assets in a winding up or otherwise entitle the holder only to the repayment of the amounts paid up on such shares after repayment of £10 million per issued A Ordinary Share, B Ordinary Share, C Ordinary Share and D Ordinary Share.	

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

Class of share	£0 00001 Preferred	
Prescribed particulars	Preferred shares have full voting rights The Preferred shares have priority rights to dividend and on a return of capital The Preferred shares do not confer any right of redemption.	

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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

Company name

Osborne Clarke LLP

Address

2 Temple Back East

Temple Quay

Post town

Bristol

County/Region

Postcode

B S 1 6 E G

Country

United Kingdom

DX

7818 Bristol

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 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