

RP04

Second filing of a document previously delivered



Companies House

✓ What this form is for

You can only use this form to file a second filing of a document delivered under the Companies Act 2006 on or after 1 October 2009 that held inaccuracies.

A second filing of a document must only be filed where it is providing corrected information that has been properly delivered but inaccuracies still appear on the register.

✗ What this form is NOT for

You cannot use this form to file a second filing of a document delivered under the Companies Act 1985 or the Companies (Northern Ireland) Order 1986 regardless of whether it was properly delivered.

A second filing of a document cannot be filed where it is information that was originally properly delivered. Form RP04 cannot be used in these circumstances.

For further information, please refer to our guidance at www.gov.uk/companieshouse



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29/08/2020

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COMPANIES HOUSE

SATURDAY

1 Company details

Company number 09141571

Company name in full Travelnest Limited

→ Filling in this form

Please complete in typescript or in bold black capitals.

All fields are mandatory unless specified or indicated by *

2 Applicable documents

This form **only** applies to the following forms:

- AP01 Appointment of director
- AP02 Appointment of corporate director
- AP03 Appointment of secretary
- AP04 Appointment of corporate secretary
- CH01 Change of director's details
- CH02 Change of corporate director's details
- CH03 Change of secretary's details
- CH04 Change of corporate secretary's details
- TM01 Termination of appointment of director
- TM02 Termination of appointment of secretary
- SH01 Return of allotment of shares
- AR01 Annual Return
- CS01 Confirmation statement (Parts 1-4 only)
- PSC01 Notice of individual person with significant control (PSC)
- PSC02 Notice of relevant legal entity (RLE) with significant control
- PSC03 Notice of other registrable person (ORP) with significant control
- PSC04 Change of details of individual person with significant control (PSC)
- PSC05 Change of details of relevant legal entity (RLE) with significant control
- PSC06 Change of details of other registrable person (ORP) with significant control
- PSC07 Notice of ceasing to be a person with significant control (PSC), relevant legal entity (RLE), or other registrable person (ORP)
- PSC08 Notification of PSC statements
- PSC09 Update to PSC statements

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3 Description of the original document

Document type ①	SH01 Return of allotment of shares	① Description of the original document Please enter the document type (e.g. a Return of allotment of shares—SH01) and any distinguishing information if more than one document of that type was filed on the same day.															
Date of registration of the original document	<table border="1"><tr><td>d</td><td>2</td><td>d</td><td>2</td><td>m</td><td>0</td><td>m</td><td>7</td><td>y</td><td>2</td><td>y</td><td>0</td><td>y</td><td>2</td><td>y</td><td>0</td></tr></table>		d	2	d	2	m	0	m	7	y	2	y	0	y	2	y
d	2	d	2	m	0	m	7	y	2	y	0	y	2	y	0		

4 Section 243 or 790ZF Exemption ②

If you are applying for, or have been granted, exemption under section 243 or 790ZF of the Companies Act 2006 and the document(s) you are updating contain(s) your usual residential address, please post this form along with the updated document(s) to the address below:

The Registrar of Companies, PO BOX 4082, Cardiff, CF14 3WE.

② If you are currently in the process of applying for or have been granted a Section 243 or 790ZF exemption, you may wish to check that you have not entered your usual residential address as the service address in the accompanying form (e.g. AP01 or CH01).

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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 MBM Commercial LLP

Address 5th Floor, 125 Princes Street

Post town Edinburgh

County/Region

Postcode E H 2 4 A D

Country

DX 403

Telephone 0131 226 8221



Checklist

We may return 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 can only use this form to file a second filing of a document delivered to the Registrar of Companies under the Companies Act 2006 on or after 1 October 2009 that held inaccuracies.
- ☐ If you are updating a document where you have previously paid a fee, do not send a fee along with this form.
- ☐ You have enclosed the second filed document(s).
- ☐ If the company to which this document relates has signed up to the PROOF (PROtected Online Filing) scheme, you must also deliver with this form, and the second filed document(s), a PR03 form 'Consent for paper filing.'



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.

Section 243 or 790ZF exemption

If you are applying for or have been granted a section 243 or 790ZF exemption, please post this whole form to the different postal address below:
The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE.



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

SH01

Return of allotment of shares



Go online to file this information
www.gov.uk/companieshouse

☒ **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.

For further information, please
refer to our guidance at
www.gov.uk/companieshouse

1 Company details

Company number 09141571

Company name in full TRAVELNEST 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 d1 d6 m0 m7 y2 y0 y2 y0
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 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	7,604	0.001	0.02	0.00
GBP	B ORDINARY	182	0.001	0.0384	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)

SH01

Return of allotment of shares

4

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	7,689,126	£7,689.126	
GBP	B ORDINARY	111,602	£111.602	
GBP	PREFERRED ORDINARY	18,840,718	£18,840.718	
Totals		26,641,446	£26,641.446	£0.00

Currency table B				
Totals				



Currency table C				
Totals				

	Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
Totals (including continuation pages)	26,641,446	£26,641.446	£0.00

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

SH01

Return of allotment of shares

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	A ORDINARY	
Prescribed particulars ①	See attached schedule	
Class of share	B ORDINARY	
Prescribed particulars ①	See attached schedule	
Class of share	PREFERRED ORDINARY	
Prescribed particulars ①	See attached schedule	
	<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. <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>	
6	Signature	
	I am signing this form on behalf of the company.	
Signature	Signature  	<p>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.</p> <p>③ 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 ③, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.	

SH01 - continuation page
Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	A ORDINARY	
Prescribed particulars	<p>(A) On a show of hands each member holding A Ordinary Shares has one vote and on a poll each member holding A Ordinary shares has one vote for each A Ordinary Share held. The holders of A Ordinary Shares and the holders of Preferred Ordinary Shares shall vote together as though they constituted one class of shares. (B) No dividend shall be paid on any Equity Share without the approval of the board and Investor Consent. Subject to the foregoing, any profits which the directors may lawfully determine to distribute in respect of any financial year shall be distributed to the holders of Equity Shares pro rata according to the number of Equity Shares held by them. (C) Upon a Capital Distribution Event or a Share Sale, the Exit Proceeds (when available) shall be distributed among the shareholders of the Company as at the date on which the Capital Distribution Event or completion of the Share Sale (as the case may be) takes place, as follows: (i) subject to (ii) below, in paying to the holders of the Equity Shares an amount which is equal to their pro rata entitlement to the Exit Proceeds by reference to the number of Equity Shares (on a pari passu basis); (ii) in the event the payment in (i) above would result in the payment to each Preferred Ordinary Shareholder being an amount which is less than the Preferred Ordinary Share Subscription Amount for each Preferred Ordinary Share held, the Exit Proceeds shall instead be allocated as follows: (a) first, in priority to any payment to the holders of any other Shares, in paying to the holders of the Preferred Ordinary Shares in respect of each Preferred Ordinary Share held, the Preferred Ordinary Share Subscription Amount and, if there is a shortfall of Exit Proceeds remaining to satisfy such payments in full, the Exit Proceeds shall be distributed to the holders of the Preferred Ordinary Shares pro rata to the aggregate amounts due under this paragraph (ii) (a) to each such Preferred Ordinary Share held; and (b) second, in priority to any payment to the holders of any other shares (after the payment in paragraph (ii) (a) above), in paying to the holders of the A Ordinary Shares an amount which is equal to their pro rata entitlement to the Relevant Proceeds by reference to the number of Equity Shares (on a pari passu basis). (D) The shares do not offer any rights of redemption.</p>	

SH01 - continuation page

Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	B ORDINARY	
Prescribed particulars	<p>A) The holders of the B Ordinary Shares shall not be entitled to vote on any matters except where there is a vote to vary any special rights attached to the class. (B) No dividend shall be paid on any Equity Share without the approval of the board and Investor Consent. Subject to the foregoing, any profits which the directors may lawfully determine to distribute in respect of any financial year shall be distributed to the holders of Equity Shares pro rata according to the number of Equity Shares held by them. (C) Upon a Capital Distribution Event or a Share Sale, the Exit Proceeds (when available) shall be distributed among the shareholders of the Company as at the date on which the Capital Distribution Event or completion of the Share Sale (as the case may be) takes place, as follows: (i) subject to (ii) below, in paying to the holders of the Equity Shares an amount which is equal to their pro rata entitlement to the Exit Proceeds by reference to the number of Equity Shares (on a pari passu basis); (ii) in the event the payment in (i) above would result in the payment to each Preferred Ordinary Shareholder being an amount which is less than the Preferred Ordinary Share Subscription Amount for each Preferred Ordinary Share held, the Exit Proceeds shall instead be allocated as follows: (a) first, in priority to any payment to the holders of any other Shares, in paying to the holders of the Preferred Ordinary Shares in respect of each Preferred Ordinary Share held, the Preferred Ordinary Share Subscription Amount and, if there is a shortfall of Exit Proceeds remaining to satisfy such payments in full, the Exit Proceeds shall be distributed to the holders of the Preferred Ordinary Shares pro rata to the aggregate amounts due under this paragraph (ii) (a) to each such Preferred Ordinary Share held; and (b) second, in priority to any payment to the holders of any other shares (after the payment in paragraph (ii) (a) above), in paying to the holders of the B Ordinary Shares an amount which is equal to their pro rata entitlement to the Relevant Proceeds by reference to the number of Equity Shares (on a pari passu basis). (D) The shares do not offer any rights of redemption.</p>	

SH01 - continuation page

Return of allotment of shares

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

Class of share	PREFERRED ORDINARY
Prescribed particulars	<p>(A) On a show of hands each member holding Preferred Ordinary Shares has one vote and on a poll each member holding Preferred Ordinary Shares has one vote for each Preferred Ordinary Share held. The holders of A Ordinary Shares and the holders of Preferred Ordinary Shares shall vote together as though they constituted one class of shares. (B) No dividend shall be paid on any Equity Share without the approval of the board and Investor Consent. Subject to the foregoing, any profits which the directors may lawfully determine to distribute in respect of any financial year shall be distributed to the holders of Equity Shares pro rata according to the number of Equity Shares held by them. (C) Upon a Capital Distribution Event or a Share Sale, the Exit Proceeds (when available) shall be distributed among the shareholders of the Company as at the date on which the Capital Distribution Event or completion of the Share Sale (as the case may be) takes place, as follows: (i) subject to (ii) below, in paying to the holders of the Equity Shares an amount which is equal to their pro rata entitlement to the Exit Proceeds by reference to the number of Equity Shares (on a pari passu basis); (ii) in the event the payment in (i) above would result in the payment to each Preferred Ordinary Shareholder being an amount which is less than the Preferred Ordinary Share Subscription Amount for each Preferred Ordinary Share held, the Exit Proceeds shall instead be allocated as follows: (a) first, in priority to any payment to the holders of any other Shares, in paying to the holders of the Preferred Ordinary Shares in respect of each Preferred Ordinary Share held, the Preferred Ordinary Share Subscription Amount and, if there is a shortfall of Exit Proceeds remaining to satisfy such payments in full, the Exit Proceeds shall be distributed to the holders of the Preferred Ordinary Shares pro rata to the aggregate amounts due under this paragraph (ii) (a) to each such Preferred Ordinary Share held; and (b) second, in priority to any payment to the holders of any other shares (after the payment in paragraph (ii) (a) above), in paying to the holders of the A Ordinary Shares an amount which is equal to their pro rata entitlement to the Relevant Proceeds by reference to the number of Equity Shares (on a pari passu basis). (D) Any shares may be issued on the terms that they are, or at the option of the Company or the holder are liable, to be redeemed and the directors shall be authorised to determine the terms, conditions and manner of redemption of such shares.</p>

SH01

Return of allotment of shares



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

MBM COMMERCIAL LLP

Address

5TH FLOOR

125 PRINCES STREET

Post town

EDINBURGH

County/Region

Postcode

E H 2 4 A D

Country

United Kingdom

DX

403 ED

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 relevant sections of the statement of capital.
- ☐ You have signed the form.



Important information

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Where to send

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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