

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 sub-
sidiary on formation of the company or
for an allotment of a new class
shares by an unlimited company

WEDNESDAY



R411CGW1
18/02/2015
RM COMPANIES HOUSE

#57

1 Company details

Company number: 0 9 2 4 3 6 9 5
Company name in full: Upper Street Events Topco 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 0 d 3 m 1 m 2 y 2 y 0 y 1 y 4
To Date: d 0 d 4 m 1 m 2 y 2 y 0 y 1 y 4

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 |
|--|------------|------------------------------|--------------------------------|--|---|
| A Ordinary | GBP | 21027203 | 0.001 | 0.01 | 0.00 |
| B Ordinary | GBP | 54974397 | 0.000001 | 0.009999999 | 0.00 |
| C Ordinary | GBP | 1000000 | 0.000001 | 0.0001 | 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)

3

Please give details of the shares allotted, including bonus shares

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

[illegible]

SH01

Return of allotment of shares

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 |
|---|-----------------------------------|---|--------------------|---------------------------|
| Please see continuation page | | | | £ |
| | | | | £ |
| | | | | £ |
| | | | | £ |
| 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 | ④ Total aggregate nominal value Please list total aggregate values in different currencies separately. For example £100 + €100 + \$10 etc |
| Total number of shares | 83,301,600 | |
| Total aggregate nominal value ④ | £0.031602 | |

① Including both the nominal value and any share premium

② 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

③ Total number of issued shares in this class

SH01 - continuation page

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 | GBP | | | | |
|---|-----------------------------------|---|--------------------|---------------------------|--|
| 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 | |
| A Ordinary | 0.01 | 0.00 | 21027203 | 0.001 | |
| B Ordinary | 0.009999999 | 0.00 | 54974397 | 0.000001 | |
| C Ordinary | 0.0001 | 0.00 | 1000000 | 0.000001 | |
| D1 Ordinary | 0.01 | 0.00 | 541865 | 0.01 | |
| D2 Ordinary | 0.01 | 0.00 | 193931 | 0.0001 | |
| D3 Ordinary | 0.01 | 0.00 | 77002 | 0.01 | |
| E Ordinary | 0.001 | 0.00 | 2458135 | 0.0005 | |
| F2 Ordinary | 0.01 | 0.00 | 900000 | 0.005 | |
| F3 Ordinary | 0.01 | 0.00 | 2129067 | 0.005 | |
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| | | | | | |
| Totals | | | 83301600 | 0.031602 | |

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

SH01

Return of allotment of shares

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

A Ordinary

Prescribed particulars

①

~~The shares have attached to them the rights and restrictions as set out in the Articles of Association~~

Please see continuation page

Class of share

B Ordinary

Prescribed particulars

①

~~The shares have attached to them the rights and restrictions as set out in the Articles of Association~~

Please see continuation page

Class of share

C Ordinary

Prescribed particulars

①

~~The shares have attached to them the rights and restrictions as set out in the Articles of Association~~

Please see continuation page

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 ①, 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

① Person authorised
Under either section 270 or 274 of the Companies Act 2006

SH01 - continuation page
Return of allotment of shares

| 7 | Statement of capital (Prescribed particulars of rights attached to shares) | |
|------------------------|--|--|
| Class of share | A Ordinary | |
| Prescribed particulars | <p>Entitled to receive notice of and to attend and vote at any general meeting of the Company, and to receive a copy of and to vote on any written resolution of the Company and to have a total of 49.9% of the votes capable of being cast on any resolution of the Company, save for where there is a Material Default, which then entitles each holder to have 100,000 votes for every A Ordinary share held.</p> <p>Holders of the A, C, D1, D2, D3, E, F1, F2, F3 and F4 Ordinary shares (the "Equity Shares") shall be entitled to the Issue Price of each share on return of the surplus assets of the Company remaining after discharge of other liabilities following liquidation, capital reduction or otherwise. The balance of such assets shall be distributed among the holders of the Equity Shares as to 99.99% of such assets</p> <p>No dividend shall be declared or paid to the holders of any class of shares in respect of any financial year of the Company without Investor Consent and any such dividend shall then be paid as 99.99% of the aggregate amount of each of such dividend to all the holders of the Equity Shares. The holders of A, B and C Ordinary shares shall not be entitled to receive a dividend payment if the payment would exceed 50% of the total amount of the profits of the Company available for distribution.</p> | |

SH01 - continuation page

Return of allotment of shares

| 7 | Statement of capital (Prescribed particulars of rights attached to shares) | |
|------------------------|---|--|
| Class of share | B Ordinary | |
| Prescribed particulars | <p>Not entitled to receive notice of or to attend or vote at any general meeting of the Company or to receive a copy of or to vote on any written resolution of the Company.</p> <p>Not entitled to participate in any profits or assets of the Company, save for, the holders of the B Ordinary share shall be paid the B Share Price of each such share together in each case with a sum equal to any arrears or accruals of any dividends calculated down to and including the date of actual payment on return of the surplus assets of the Company remaining after discharge of other liabilities following liquidation, capital reduction or otherwise. The balance of such assets shall be distributed among the holders of the B Ordinary shares as to 0.01% of such assets provided that the amount payable to the A, B and C Ordinary shares shall not exceed 50 % of the assets of the Company available for distribution amongst the participators of the Company.</p> <p>No dividend shall be declared or paid to the holders of any class of shares in respect of any financial year of the Company without Investor Consent and any such dividend shall then be paid as 0.01% of the aggregate amount of each of such dividend to holders of the B Ordinary and Deferred shares. The holders of A, B and C Ordinary shares shall not be entitled to receive a dividend payment if the payment would exceed 50% of the total amount of the profits of the Company available for distribution.</p> <p>Immediately prior to, and condition on, a Listing, such number of B Ordinary Shares convert into and be redesignated as such number of fully paid shares of the class of Ordinary share which is to be the subject of the Listing and the balance of the B Ordinary shares not so converted shall be converted into and redesignated as Deferred Shares.</p> | |

SH01 - continuation page

Return of allotment of shares

| 7 | Statement of capital (Prescribed particulars of rights attached to shares) | |
|------------------------|--|--|
| Class of share | C Ordinary | |
| Prescribed particulars | <p>Not entitled to receive notice of or to attend or vote at any general meeting of the Company or to receive a copy of or to vote on any written resolution of the Company.</p> <p>Holders of the A, C, D1, D2, D3, E, F1, F2, F3 and F4 Ordinary shares (the "Equity Shares") shall be entitled to the Issue Price of each share on return of the surplus assets of the Company remaining after discharge of other liabilities following liquidation, capital reduction or otherwise. The balance of such assets shall be distributed among the holders of the Equity Shares as to 99.99% of such assets.</p> <p>Entitled to a preferred cumulative cash dividend equal to 12.5% of the net profit for the relevant financial year arising from 31 March 2020 onwards. The holders of A, B and C Ordinary shares shall not be entitled to receive a dividend payment if the payment would exceed 50% of the total amount of the profits of the Company available for distribution.</p> | |

SH01 - continuation page

Return of allotment of shares

| 7 | Statement of capital (Prescribed particulars of rights attached to shares) | |
|------------------------|---|--|
| Class of share | D1 Ordinary | |
| Prescribed particulars | <p>Entitled to receive notice of and to attend and vote at any general meeting of the Company and to receive a copy of and to vote on any written resolution of the Company and, save for where there is a Material Default, each share shall be entitled to 0.2 votes per D1 Ordinary share.</p> <p>Holders of A, C, D1, D2, D3, E, F1, F2, F3 and F4 Ordinary shares (the "Equity Shares") shall be entitled to the Issue Price of each share on return of the surplus assets of the Company remaining after discharge of other liabilities following liquidation, capital reduction or otherwise. The balance of such assets shall be distributed among the holders of the Equity Shares as to 99.99% of such assets.</p> <p>No dividend shall be declared or paid to the holders of any class of shares in respect of any financial year of the Company without Investor Consent and any such dividend shall then be paid as 99.99% of the aggregate amount of each of such dividend to all the holders of the Equity Shares.</p> | |

SH01 - continuation page
Return of allotment of shares

7

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

| | | |
|------------------------|--|--|
| Class of share | D2 Ordinary | |
| Prescribed particulars | <p>Entitled to receive notice of and to attend and vote at any general meeting of the Company, and to receive a copy of and to vote on any written resolution of the Company, subject to the class voting rights of the A shares of 49.9%.</p> <p>Holders of the A, C, D1, D2, D3, E, F1, F2, F3 and F4 Ordinary shares (the "Equity Shares") shall be entitled to the Issue Price of each share on return of the surplus assets of the Company remaining after discharge of other liabilities following liquidation, capital reduction or otherwise. The balance of such assets shall be distributed among the holders of the Equity Shares as to 99.99% of such assets.</p> <p>No dividend shall be declared or paid to the holders of any class of shares in respect of any financial year of the Company without Investor Consent and any such dividend shall then be paid as 99.99% of the aggregate amount of each of such dividend to all the holders of the Equity Shares.</p> | |

SH01 - continuation page

Return of allotment of shares

| 7 Statement of capital (Prescribed particulars of rights attached to shares) | |
|--|--|
| Class of share | D3 Ordinary |
| Prescribed particulars | <p>Entitled to receive notice of and to attend and vote at any general meeting of the Company, and to receive a copy of and to vote on any written resolution of the Company, subject to the class voting rights of the A shares of 49.9%.</p> <p>Holders of the A, C, D1, D2, D3, E, F1, F2, F3 and F4 Ordinary shares (the "Equity Shares") shall be entitled to the Issue Price of each share on return of the surplus assets of the Company remaining after discharge of other liabilities following liquidation, capital reduction or otherwise. The balance of such assets shall be distributed among the holders of the Equity Shares as to 99.99% of such assets.</p> <p>No dividend shall be declared or paid to the holders of any class of shares in respect of any financial year of the Company without Investor Consent and any such dividend shall then be paid as 99.99% of the aggregate amount of each of such dividend to all the holders of the Equity Shares.</p> |

SH01 - continuation page

Return of allotment of shares

| 7 | Statement of capital (Prescribed particulars of rights attached to shares) | |
|------------------------|--|--|
| Class of share | E Ordinary | |
| Prescribed particulars | <p>Entitled to receive notice of and to attend and vote at any general meeting of the Company, and to receive a copy of and to vote on any written resolution of the Company, subject to the class voting rights of the A shares of 49.9%.</p> <p>Holders of the A, C, D1, D2, D3, E, F1, F2, F3 and F4 Ordinary shares (the "Equity Shares") shall be entitled to the Issue Price of each share on return of the surplus assets of the Company remaining after discharge of other liabilities following liquidation, capital reduction or otherwise. The balance of such assets shall be distributed among the holders of the Equity Shares as to 99.99% of such assets.</p> <p>No dividend shall be declared or paid to the holders of any class of shares in respect of any financial year of the Company without Investor Consent and any such dividend shall then be paid as 99.99% of the aggregate amount of each of such dividend to all the holders of the Equity Shares.</p> | |

SH01 - continuation page

Return of allotment of shares

| 7 | Statement of capital (Prescribed particulars of rights attached to shares) | |
|------------------------|--|--|
| Class of share | F2 Ordinary | |
| Prescribed particulars | <p>Entitled to receive notice of and to attend and vote at any general meeting of the Company, and to receive a copy of and to vote on any written resolution of the Company, subject to the class voting rights of the A shares of 49.9%.</p> <p>Holders of the A, C, D1, D2, D3, E, F1, F2, F3 and F4 Ordinary shares (the "Equity Shares") shall be entitled to the Issue Price of each share on return of the surplus assets of the Company remaining after discharge of other liabilities following liquidation, capital reduction or otherwise. The balance of such assets shall be distributed among the holders of the Equity Shares as to 99.99% of such assets.</p> <p>No dividend shall be declared or paid to the holders of any class of shares in respect of any financial year of the Company without Investor Consent and any such dividend shall then be paid as 99.99% of the aggregate amount of each of such dividend to all the holders of the Equity Shares.</p> | |
| | | |

SH01 - continuation page

Return of allotment of shares

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

| | | |
|------------------------|---|--|
| Class of share | F3 Ordinary | |
| Prescribed particulars | <p>Entitled to receive notice of and to attend and vote at any general meeting of the Company, and to receive a copy of and to vote on any written resolution of the Company, subject to the class voting rights of the A shares of 49.9%</p> <p>Holders of the A, C, D1, D2, D3, E, F1, F2, F3 and F4 Ordinary shares (the "Equity Shares") shall be entitled to the Issue Price of each share on return of the surplus assets of the Company remaining after discharge of other liabilities following liquidation, capital reduction or otherwise. The balance of such assets shall be distributed among the holders of the Equity Shares as to 99.99% of such assets.</p> <p>No dividend shall be declared or paid to the holders of any class of shares in respect of any financial year of the Company without Investor Consent and any such dividend shall then be paid as 99.99% of the aggregate amount of each of such dividend to all the holders of the Equity 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 Ref: CSU

Company name Eversheds LLP

Address Eversheds House, 70 Great Bridgewater Street

Post town Manchester

County/Region

Postcode M 1 5 E S

Country

DX DX 14344 Manchester

Telephone 0845 497 9797

**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

**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

**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