



SH01

Return of allotment of shares



Companies House

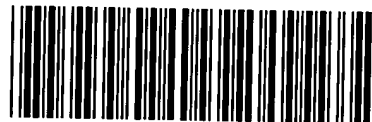


Go online to file this information
www.gov.uk/companieshouse

☒ **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 on formation of the company for an allotment of a new share by an unlimited company.

WEDNESDAY



A23 *A84JBFYO* #195
 01/05/2019
 COMPANIES HOUSE

1 Company details

Company number 0 9 3 0 6 1 4 7
 Company name in full STACKHOUSE POLAND GROUP 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 ^d0 ^d5 ^m0 ^m4 ^y2 ^y0 ^y1 ^y9
 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	D ORDINARY	12,755	0.001	0.20	

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
Currency table A				
	SEE CONTINUATION PAGE			
	Totals			
Currency table B				
	Totals			
Currency table C				
	Totals			
Totals (including continuation pages)		Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶

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

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Statement of capital

Complete the table below to show the issued share capital.
Complete a separate table for each currency.

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
GBP	A ORDINARY	147,030	1,470.30	
GBP	B ORDINARY	150,000	1,500.00	
GBP	C ORDINARY	5,931	59.31	
GBP	D ORDINARY	12,755	12.755	
GBP	E ORDINARY	112	0.0000112	
GBP	F ORDINARY	1	0.0000001	
Totals		315,829	3,042.365113	0

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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

Prescribed particulars
①

SEE CONTINUATION PAGE

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.

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

Continuation page

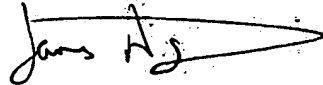
Please use a Statement of Capital continuation page if necessary.

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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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	A ORDINARY	
Prescribed particulars	<p>The holders of the A ordinary shares shall:</p> <ul style="list-style-type: none"> (a) be entitled to vote at a general meeting and any separate class meeting for the A ordinary shares; (b) on a written resolution have one vote in respect of each A ordinary share held by them; (c) on a show of hands be entitled to one vote each; and (d) on a poll have one vote in respect of each A ordinary share held by them. <p>If circumstances arise or are subsisting at any time which:</p> <ul style="list-style-type: none"> (a) at that time would give rise to an event of default by the company or any of its subsidiaries or subsidiary undertakings ("Group"), and such breach is not capable of remedy, or is capable of remedy but is not remedied by any member of the Group to the satisfaction of the bank or waived by the bank within 5 days of such circumstance arising; or (b) in the reasonable opinion of the lead investor (with investor approval) will, or is reasonably likely to result in an event of default occurring at any time within twelve months of the circumstance arising or subsisting, <p>then the lead investor can serve notice that the votes attached to the A ordinary shares are enhanced to entitle the A ordinary shareholders to exercise on a poll or in respect of any written resolution twenty times the total number of votes attached to all shares of any other class in issue on any resolution at any general meeting. Such enhanced rights shall cease to apply once any relevant breach or circumstance is remedied to the reasonable satisfaction of the lead investor.</p> <p>Any dividend declared shall be distributed pari passu amongst the holders of the A ordinary shares, B ordinary shares, C ordinary shares and D ordinary shares as if they were shares of the same class.</p>	

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

Class of share	A ORDINARY	
Prescribed particulars	<p>On a return of capital whether on liquidation or capital reduction or otherwise including on a winding up (other than a purchase of shares made in accordance with the Company's articles of association) the surplus assets of the company remaining after the payment of its liabilities shall be paid out to the members as follows:</p> <p>(a) First to the holders of the C ordinary and D ordinary shares (in each case pro rata between such holder to their respective holdings of the relevant classes as if such shares constituted a single class and ignoring any different nominal values or rights attached to such shares) an amount in aggregate calculated as follows: $A \times B$ where $A =$ the amount of the Share Proceeds (as defined in the articles), $B = C/D$, $C =$ the aggregate number of C ordinary and D ordinary shares in issue at the date of the sale or winding up, $D =$ the aggregate number of Equity Shares (as defined in the articles) in issue at the date of the sale or winding up.</p> <p>(b) Second, if the amount of the Share Proceeds (as defined in the articles) exceeds the Equity Value Hurdle (as defined in the articles), then there shall be paid to the holder(s) of the E ordinary shares out of the Share Proceeds an amount in aggregate calculated as follows: $(A-B) \times 0.028$ where $A =$ the amount of the Share Proceeds, $B =$ the Equity Value Hurdle, such amount to be distributed amongst the holders of the E ordinary shares in proportion to the number of E ordinary shares held by each such member.</p> <p>(c) Third, if both:</p> <p>(i) MPI EBITDA exceeds the MPI EDBITDA Hurdle (as defined in the articles); and</p> <p>(ii) the MPI Valuation (as defined in the articles) exceeds the MPI Valuation Hurdle (as defined in the articles), then there shall be paid to the holders of the F ordinary shares out of the Share Proceeds an amount in aggregate equal to:</p> <p>- the F Share Proceeds (as defined in the articles) $\times 0.25$, where the sale or winding up takes place on or prior to 6 May 2019, or</p>	

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

Class of share	A ORDINARY	
Prescribed particulars	<p>- the F Share Proceeds x 0.75 where the sale or winding up takes place after 6 May 2019 but on or prior to 6 November 2020, or</p> <p>- the entire F Share Proceeds, where the sale or winding up takes place after 6 November 2020, such amount to be distributed amongst the holders of the F ordinary shares in proportion to the number of F ordinary shares held by each such member,</p> <p>such amount to be distributed amongst the holders of the F ordinary shares in proportion to the number of F ordinary shares held.</p> <p>(d) Fourth, to the holders of the A ordinary and B ordinary shares (pro rata between such holders to their respective holdings of the relevant classes as if such shares constituted a single class and ignoring any different nominal values or rights) the remaining balance of the share proceeds.</p> <p>A ordinary shares are not redeemable</p>	

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

Class of share	B ORDINARY
Prescribed particulars	<p>The holders of the B ordinary shares shall:</p> <ul style="list-style-type: none"> (a) be entitled to vote at a general meeting and any separate class meeting for the B ordinary shares; (b) on a written resolution have one vote in respect of each B ordinary share held by them; (c) on a show of hands be entitled to one vote each; and (d) on a poll have one vote in respect of each B ordinary share held by them. <p>Any dividend declared shall be distributed pari passu amongst the holders of the A ordinary shares, B ordinary shares, C ordinary shares and D ordinary shares as if they were shares of the same class.</p> <p>On a return of capital whether on liquidation or capital reduction or otherwise including on a winding up (other than a purchase of shares made in accordance with the Company's articles of association) the surplus assets of the company remaining after the payment of its liabilities shall be paid out to the members as follows:</p> <ul style="list-style-type: none"> (a) First to the holders of the C ordinary and D ordinary shares (in each case pro rata between such holder to their respective holdings of the relevant classes as if such shares constituted a single class and ignoring any different nominal values or rights attached to such shares) an amount in aggregate calculated as follows: $A \times B$ where $A =$ the amount of the Share Proceeds (as defined in the articles), $B = C/D$, $C =$ the aggregate number of C ordinary and D ordinary shares in issue at the date of the sale or winding up, $D =$ the aggregate number of Equity Shares (as defined in the articles) in issue at the date of the sale or winding up. (b) Second, if the amount of the Share Proceeds (as defined in the articles) exceeds the Equity Value Hurdle (as defined in the articles), then there shall be paid to the holder(s) of the E ordinary shares out of the Share Proceeds an amount in aggregate calculated as follows: $(A-B) \times 0.028$ where $A =$ the amount of the Share Proceeds, $B =$ the Equity Value Hurdle, such amount to be distributed amongst the holders of the E ordinary shares in proportion to the number of E ordinary shares held by each such member.

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

Class of share	B ORDINARY	
Prescribed particulars	<p>(c) Third, if both:</p> <p>(i) MPI EBITDA exceeds the MPI EDBITDA Hurdle (as defined in the articles); and</p> <p>(ii) the MPI Valuation (as defined in the articles) exceeds the MPI Valuation Hurdle (as defined in the articles), then there shall be paid to the holders of the F ordinary shares out of the Share Proceeds an amount in aggregate equal to:</p> <ul style="list-style-type: none"> - the F Share Proceeds (as defined in the articles) x0.25, where the sale or winding up takes place on or prior to 6 May 2019, or - the F Share Proceeds x 0.75 where the sale or winding up takes place after 6 May 2019 but on or prior to 6 November 2020, or - the entire F Share Proceeds, where the sale or winding up takes place after 6 November 2020, such amount to be distributed amongst the holders of the F ordinary shares in proportion to the number of F ordinary shares held by each such member, <p>such amount to be distributed amongst the holders of the F ordinary shares in proportion to the number of F ordinary shares held.</p> <p>(d) Fourth, to the holders of the A ordinary and B ordinary shares (pro rata between such holders to their respective holdings of the relevant classes as if such shares constituted a single class and ignoring any different nominal values or rights) the remaining balance of the share proceeds.</p> <p>B ordinary shares are not redeemable</p>	

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

Class of share	C ORDINARY
Prescribed particulars	<p>C ordinary shares do not entitle their holders to vote at a general meeting or to exercise voting rights in respect of any written resolution.</p> <p>Any dividend declared shall be distributed pari passu amongst the holders of the A ordinary shares, B ordinary shares, C ordinary shares and D ordinary shares as if they were shares of the same class.</p> <p>On a return of capital whether on liquidation or capital reduction or otherwise including on a winding up (other than a purchase of shares made in accordance with the Company's articles of association) the surplus assets of the company remaining after the payment of its liabilities shall be paid out the members as follows:</p> <p>(a) First to the holders of the C ordinary and D ordinary shares (in each case pro rata as between such holder to their respective holdings of the relevant classes as if such shares constituted a single class and ignoring any different nominal values or rights attached to such shares) an amount in aggregate calculated as follows: $A \times B$ where $A =$ the amount of the Share Proceeds (as defined in the articles), $B = C/D$, $C =$ the aggregate number of C ordinary and D ordinary shares in issue at the date of the sale or winding up, $D =$ the aggregate number of Equity Shares (as defined in the articles) in issue at the date of the sale or winding up.</p> <p>C ordinary shares are not redeemable</p>

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	D ORDINARY	
Prescribed particulars	<p>D ordinary shares do not entitle their holders to vote at a general meeting or to exercise voting rights in respect of any written resolution.</p> <p>Any dividend declared shall be distributed pari passu amongst the holders of the A ordinary shares, B ordinary shares, C ordinary shares and D ordinary shares as if they were shares of the same class.</p> <p>On a return of capital whether on liquidation or capital reduction or otherwise including on a winding up (other than a purchase of shares made in accordance with the Company's articles of association) the surplus assets of the company remaining after the payment of its liabilities shall be paid out the members as follows:</p> <p>First to the holders of the C ordinary and D ordinary shares (in each case pro rata as between such holder to their respective holdings of the relevant classes as if such shares constituted a single class and ignoring any different nominal values or rights attached to such shares) an amount in aggregate calculated as follows: $A \times B$ where A = the amount of the Share Proceeds (as defined in the articles), $B = C/D$, C = the aggregate number of C ordinary and D ordinary shares in issue at the date of the sale or winding up, D = the aggregate number of Equity Shares (as defined in the articles) in issue at the date of the sale or winding up.</p> <p>D ordinary shares are not redeemable.</p>	

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

Class of share	E ORDINARY	
Prescribed particulars	<p>E ordinary shares do not entitle their holders to vote at a general meeting or to exercise voting rights in respect of any written resolution.</p> <p>E ordinary shares carry no right to receive income distributions (in cash or in specie).</p> <p>On a return of capital whether on liquidation or capital reduction or otherwise including on a winding up (other than a purchase of shares made in accordance with the company's articles of association) the surplus assets of the company remaining after the payment of its liabilities shall be paid out the members as follows:</p> <p>(a) First to the holders of the C ordinary and D ordinary shares (in each case pro rata as between such holder to their respective holdings of the relevant classes as if such shares constituted a single class and ignoring any different nominal values or rights attached to such shares) an amount in aggregate calculated as follows: $A \times B$ where A = the amount of the Share Proceeds (as defined in the articles), $B = C/D$, C = the aggregate number of C ordinary and D ordinary shares in issue at the date of the sale or winding up, D = the aggregate number of Equity Shares (as defined in the articles) in issue at the date of the sale or winding up.</p> <p>(b) Second, if the amount of the Share Proceeds (as defined in the articles) exceeds the Equity Value Hurdle (as defined in the articles), then there shall be paid to the holder(s) of the E ordinary shares out of the Share Proceeds an amount in aggregate calculated as follows: $(A-B) \times 0.028$ where A = the amount of the Share Proceeds, B = the Equity Value Hurdle, such amount to be distributed amongst the holders of the E ordinary shares in proportion to the number of E ordinary shares held by each such member.</p> <p>E ordinary shares are not redeemable</p>	

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

Class of share	F ORDINARY
Prescribed particulars	<p>F ordinary shares do not entitle their holders to vote at a general meeting or to exercise voting rights in respect of any written resolution.</p> <p>F ordinary shares carry no right to receive income distributions (in cash or in specie).</p> <p>On a return of capital whether on liquidation or capital reduction or otherwise including on a winding up (other than a purchase of shares made in accordance with the company's articles of association) the surplus assets of the company remaining after the payment of its liabilities shall be paid out to the members as follows:</p> <p>(a) First to the holders of the C ordinary and D ordinary shares (in each case pro rata as between such holder to their respective holdings of the relevant classes as if such shares constituted a single class and ignoring any different nominal values or rights attached to such shares) an amount in aggregate calculated as follows: $A \times B$ where $A =$ the amount of the Share Proceeds (as defined in the articles), $B = C/D$, $C =$ the aggregate number of C ordinary and D ordinary shares in issue at the date of the sale or winding up, $D =$ the aggregate number of Equity Shares (as defined in the articles) in issue at the date of the sale or winding up.</p> <p>(b) Second, if the amount of the Share Proceeds (as defined in the articles) exceeds the Equity Value Hurdle (as defined in the articles), then there shall be paid to the holder(s) of the E ordinary shares out of the Share Proceeds an amount in aggregate calculated as follows: $(A-B) \times 0.028$ where $A =$ the amount of the Share Proceeds, $B =$ the Equity Value Hurdle, such amount to be distributed amongst the holders of the E ordinary shares in proportion to the number of E ordinary shares held by each such member.</p> <p>(c) Third, if both:</p> <p>(i) MPI EBITDA exceeds the MPI EDBITDA Hurdle (as defined in the articles); and</p> <p>(ii) the MPI Valuation (as defined in the articles) exceeds the MPI Valuation Hurdle (as defined in the articles), then there shall be paid to the holders of the F ordinary shares out of the Share Proceeds an amount in aggregate equal to:</p>

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	F ORDINARY	
Prescribed particulars	<p>- the F Share Proceeds (as defined in the articles) x0.25, where the sale or winding up takes place on or prior to 6 May 2019, or</p> <p>- the F Share Proceeds x 0.75 where the sale or winding up takes place after 6 May 2019 but on or prior to 6 November 2020, or</p> <p>- the entire F Share Proceeds, where the sale or winding up takes place after 6 November 2020, such amount to be distributed amongst the holders of the F ordinary shares in proportion to the number of F ordinary shares held by each such member,</p> <p>such amount to be distributed amongst the holders of the F ordinary shares in proportion to the number of F ordinary shares held.</p> <p>F ordinary shares are not redeemable</p>	

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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	KMS.CA.1528.0002
Company name	Stevens & Bolton LLP
Address	Wey House
Farnham Road	
Post town	Guildford
County/Region	Surrey
Postcode	G U I 4 Y D
Country	
DX	DX 2423 Guildford 1
Telephone	01483 302264

**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 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