

SH01

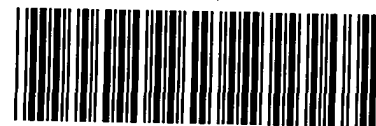
Return of allotment of shares

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 subscription
on formation of the company
for an allotment of a new class of
shares by an unlimited company.

FRIDAY



A17 06/03/2015 #282
COMPANIES HOUSE

1 Company details

Company number 9 3 4 6 2 4 6

Company name in full Aghoco 1275 Limited

→ **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 ①

From Date d₂ d₆ m₀ m₁ y₂ y₀ y₁ y₅
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.

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
See continuation page					

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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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 ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
See continuation page				£
				£
				£
				£
Totals			0	£ 0.00

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 ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Totals				

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Totals				

6**Statement of capital (Totals)**

	Please give the total number of shares and total aggregate nominal value of issued share capital.	❹ Total aggregate nominal value Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.
Total number of shares	8,901,100	
Total aggregate nominal value ❹	£59,777.67	

❶ Including both the nominal value and any share premium.

❷ Total number of issued shares in this class.

❸ 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.

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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

Please see continuation page

Class of share

B ordinary

Prescribed particulars

1

Please see continuation page

Class of share

C ordinary

Prescribed particulars

1

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 **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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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 Chi Lam

Company name Addleshaw Goddard LLP

Address 100 Barbirolli Square

Post town Manchester

County/Region Greater Manchester

Postcode M 2 3 A B

Country United Kingdom

DX 14301 Manchester

Telephone 0161 934 6000



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

Shares allotted

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

CHFP025 Laserform International 2/11

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	0.10		5846667	29,233.34
B ordinary	0.10		2153333	21,533.33
B ordinary	0.01		100	1.00
C ordinary	0.10		900000	9,000.00
D ordinary	0.10		1000	10.00
Totals			8901100	59,777.67

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)

Class of share	A Ordinary	
Prescribed particulars	<p>1. Income</p> <p>Any dividend declared shall require the prior consent of the Majority Holders and (subject to such consent being obtained) shall be distributed pari passu to the holders of Equity Shares as if they were Shares of the same class. The D Ordinary Shares shall not be entitled to participate in the distribution of a dividend.</p> <p>2. Capital</p> <p>On a return of assets on liquidation or capital reduction or otherwise the surplus assets of the Company remaining after payment or discharge of its liabilities (as the case may be) shall be distributed amongst the holders of the Equity Shares pari passu as if the same constituted one class of share. The D Ordinary Shares shall, after the payment of the Issue Price to the D Ordinary Shareholders, not be entitled to a return of capital.</p> <p>3. Voting</p> <p>a) Subject to any special rights or restrictions as to voting attached to any Shares by or in accordance with these Articles:</p> <p>i) on a show of hands, the holders of D Ordinary Shares shall be entitled to cast, as a class, such number of votes as would equate to 0.75% of the votes cast at that meeting and in all other circumstances (including on a written resolution and a poll) such number of votes as would equate to 0.75% of the votes cast and the number of votes per share shall be calculated by dividing 0.75% by the number of D Ordinary Shares in issue;</p> <p>ii) subject to (i), on a show of hands, every Shareholder holding one or more Equity Shares (other than A1 Ordinary Shares) who (being an individual) is present in person or by proxy or (being a corporation) is present by a representative or by proxy, shall have one vote;</p> <p>iii) subject to (i), on a poll, every Shareholder who (being an individual) is present in person or by proxy or (being a corporation) is present by a representative or by proxy shall have one vote for every Equity Share (other than A1 Ordinary Shares) of which he is the holder;</p> <p>iv) subject to (i), on a written resolution, every Shareholder holding one or more Equity Shares (other than A1 Ordinary Shares) as at the time on which the first copy of the resolution is sent or submitted to such Shareholder in accordance with Chapter 2 of Part 13 of the Companies Act 2006, shall have one vote for every Equity Share (other than A1 Ordinary Shares) of which he is the holder; and</p> <p>v) the A1 Ordinary Shares shall not entitle the holders thereof to a vote, whether on a show of hands, a poll, written resolution or otherwise.</p> <p>b) If a Material Default has occurred and is continuing and the Majority Holders deliver a written notice (voting adjustment notice) to that effect to the Company then the voting rights attaching to the A Ordinary Shares shall be amended with effect from the date of the voting adjustment notice to the effect that in relation to any resolution of the Company (whether proposed at a general meeting of the Company or as a written...</p>	

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

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Prescribed particulars	<p>...resolution) each holder of A Ordinary Shares (or the duly appointed proxy or corporate representative of such Shareholder) shall (whether the vote on such resolution, if proposed at any general meeting of the Company, is taken on a show of hands or on a poll) have one hundred thousand votes for every A Ordinary Share in the capital of the Company of which he is the holder until the earlier of:</p> <p>i) the date that the Material Default has been rectified and/or ceased to exist; and</p> <p>ii) the date that the Majority Holders give notice in writing to the Company cancelling the voting adjustment notice.</p> <p>c) The provisions of Article 13.4(c) shall apply at any time after any occurrence of a Material Default:</p> <p>i) the Majority Holders shall be entitled to convene a general meeting of the Company or to require the circulation of written resolutions of the Company for the purpose of considering a resolution or resolutions to approve the terms of any additional capital support for the Company and/or other members of the Group, and in such circumstances, an Investor Director shall be entitled to exercise sufficient votes at any meeting of the Board to approve any proposals or resolutions relating to any additional capital support and any and all resolutions required by the terms of the additional capital support including, without limitation, a resolution or resolutions constituting and issuing new classes of shares in the capital of the Company;</p> <p>ii) the Majority Holders shall, in circumstances where a voting adjustment notice has been delivered to the Company, be entitled to convene a general meeting of the Company or to require the circulation of written resolutions of the Company for the purpose of considering a resolution or resolutions to remove existing directors or appoint additional directors; and</p> <p>iii) at any meeting called pursuant to this Article 0 the quorum shall be qualifying persons holding not less than 75 per cent. in nominal value of the A Ordinary Shares.</p> <p>d) At any meeting called pursuant to Article 0 only the holders of A Ordinary Shares may vote on any resolution relating to its adjournment.</p> <p>e) The Majority Holders shall have the right to determine the terms and timing of the additional capital support referred to in Article 0 at their discretion.</p> <p>f) The provisions of sections 561 and 562 of the Companies Act 2006 and Article 14.1 shall not apply to the Company in relation to any allotment or issue of Shares pursuant to Article 13.4(c).</p> <p>g) The voting and other rights conferred upon the holders of A Ordinary Shares by Articles 13.4(c), 13.4(d) and 13.4(e) shall cease to apply upon the first to occur of:</p> <p>i) the date on which the Material Default which triggered such rights is rectified; and</p> <p>ii) the Majority Holders giving written notice to the Company that such rights shall no longer accrue to the holders of such Shares.</p> <p>4. The shares are non-redeemable</p>

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

Class of share	B Ordinary
Prescribed particulars	<p>1. Income Any dividend declared shall require the prior consent of the Majority Holders and (subject to such consent being obtained) shall be distributed pari passu to the holders of Equity Shares as if they were Shares of the same class. The D Ordinary Shares shall not be entitled to participate in the distribution of a dividend.</p> <p>2. Capital On a return of assets on liquidation or capital reduction or otherwise the surplus assets of the Company remaining after payment or discharge of its liabilities (as the case may be) shall be distributed amongst the holders of the Equity Shares pari passu as if the same constituted one class of share. The D Ordinary Shares shall, after the payment of the Issue Price to the D Ordinary Shareholders, not be entitled to a return of capital.</p> <p>3. Voting a) Subject to any special rights or restrictions as to voting attached to any Shares by or in accordance with these Articles: i) on a show of hands, the holders of D Ordinary Shares shall be entitled to cast, as a class, such number of votes as would equate to 0.75% of the votes cast at that meeting and in all other circumstances (including on a written resolution and a poll) such number of votes as would equate to 0.75% of the votes cast and the number of votes per share shall be calculated by dividing 0.75% by the number of D Ordinary Shares in issue; ii) subject to (i), on a show of hands, every Shareholder holding one or more Equity Shares (other than A1 Ordinary Shares) who (being an individual) is present in person or by proxy or (being a corporation) is present by a representative or by proxy, shall have one vote; iii) subject to (i), on a poll, every Shareholder who (being an individual) is present in person or by proxy or (being a corporation) is present by a representative or by proxy shall have one vote for every Equity Share (other than A1 Ordinary Shares) of which he is the holder; iv) subject to (i), on a written resolution, every Shareholder holding one or more Equity Shares (other than A1 Ordinary Shares) as at the time on which the first copy of the resolution is sent or submitted to such Shareholder in accordance with Chapter 2 of Part 13 of the Companies Act 2006, shall have one vote for every Equity Share (other than A1 Ordinary Shares) of which he is the holder; and v) the A1 Ordinary Shares shall not entitle the holders thereof to a vote, whether on a show of hands, a poll, written resolution or otherwise.</p> <p>b) If a Material Default has occurred and is continuing and the Majority Holders deliver a written notice (voting adjustment notice) to that effect to the Company then the voting rights attaching to the A Ordinary Shares shall be amended with effect from the date of the voting adjustment notice to the effect that in relation to any resolution of the Company (whether proposed at a general meeting of the Company or as a written...</p>

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

Class of share	C Ordinary
Prescribed particulars	<p>1. Income Any dividend declared shall require the prior consent of the Majority Holders and (subject to such consent being obtained) shall be distributed pari passu to the holders of Equity Shares as if they were Shares of the same class. The D Ordinary Shares shall not be entitled to participate in the distribution of a dividend.</p> <p>2. Capital On a return of assets on liquidation or capital reduction or otherwise the surplus assets of the Company remaining after payment or discharge of its liabilities (as the case may be) shall be distributed amongst the holders of the Equity Shares pari passu as if the same constituted one class of share. The D Ordinary Shares shall, after the payment of the Issue Price to the D Ordinary Shareholders, not be entitled to a return of capital.</p> <p>3. Voting a) Subject to any special rights or restrictions as to voting attached to any Shares by or in accordance with these Articles: i) on a show of hands, the holders of D Ordinary Shares shall be entitled to cast, as a class, such number of votes as would equate to 0.75% of the votes cast at that meeting and in all other circumstances (including on a written resolution and a poll) such number of votes as would equate to 0.75% of the votes cast and the number of votes per share shall be calculated by dividing 0.75% by the number of D Ordinary Shares in issue; ii) subject to (i), on a show of hands, every Shareholder holding one or more Equity Shares (other than A1 Ordinary Shares) who (being an individual) is present in person or by proxy or (being a corporation) is present by a representative or by proxy, shall have one vote; iii) subject to (i), on a poll, every Shareholder who (being an individual) is present in person or by proxy or (being a corporation) is present by a representative or by proxy shall have one vote for every Equity Share (other than A1 Ordinary Shares) of which he is the holder; iv) subject to (i), on a written resolution, every Shareholder holding one or more Equity Shares (other than A1 Ordinary Shares) as at the time on which the first copy of the resolution is sent or submitted to such Shareholder in accordance with Chapter 2 of Part 13 of the Companies Act 2006, shall have one vote for every Equity Share (other than A1 Ordinary Shares) of which he is the holder; and v) the A1 Ordinary Shares shall not entitle the holders thereof to a vote, whether on a show of hands, a poll, written resolution or otherwise.</p> <p>b) If a Material Default has occurred and is continuing and the Majority Holders deliver a written notice (voting adjustment notice) to that effect to the Company then the voting rights attaching to the A Ordinary Shares shall be amended with effect from the date of the voting adjustment notice to the effect that in relation to any resolution of the Company (whether proposed at a general meeting of the Company or as a written...</p>

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