



SH01

Return of allotment of shares



Companies House



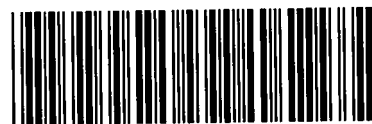
Go online to file this information

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☒ **What this form is for**
You may use this form to give notice of shares allotted following incorporation.

☐ **What this form is for**
You cannot use this form to give notice of shares allotted following formation of the company for an allotment of shares by an unlisted company.

TUESDAY



AA0UXQ60

A17

23/03/2021

#56

COMPANIES HOUSE

please
:
house

1 Company details

Company number

09359735

Company name in full

THE PIONEER (CITY) PUB COMPANY
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 d
0 2m m
0 3y y y y
2 0 2 1

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	ORDINARY	304,500	0.01	0.01	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

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	ORDINARY	6,990,315	£69,903.15	
GBP	ORDINARY	304,500	£3,045.00	
		Totals	7,294,815	£72,948.15 ☒ NIL

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
7,294,815	£72,948.15 ☒	NIL

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

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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 share capital tables in Section 4.

Class of share

ORDINARY £ 0.01

Prescribed particulars

①

THE SHARES HAVE ATTACHED TO THEM FULL VOTING, DIVIDEND AND CAPITAL DISTRIBUTIONS (INCLUDING ON WINDING UP) RIGHTS; THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION.

Class of share

G ORDINARY £ 0.01

Prescribed particulars

①

PER ATTACHED CONTINUATION SHEET.

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.

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Signature

I am signing this form on behalf of the company.

Signature

Signature

X

J. O. SUTZEN

X

This form may be signed by:

Director ②, Secretary, Person authorised ②, 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.

SH01 – continuation sheet

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

G Ordinary Shares

Save as otherwise provided in the articles, the Ordinary Shares and the G Ordinary Shares rank *pari passu* in all respects but constitute separate classes of shares. The Ordinary Shares and the G Ordinary Shares have the following rights and restrictions:

Distributions: amounts to be distributed by the company in or in respect of any financial period may be declared on a class by class basis.

Capital Returns:

(a) on a Capital Return the surplus assets of the company remaining after payment or discharge of its liabilities and available for distribution among the members of the company (the "Capital Distribution Amount") shall be applied in the following order and priority (the "Distribution Mechanism"):

- (i) if the Reference Share Price is not greater than the Hurdle Amount (or equivalent in the event that the company's share capital has been consolidated or sub-divided following the issue of the G Ordinary Shares), then (A) the G Ordinary Shareholders shall be paid in respect of their G Ordinary Shares their par value of £0.01 per G Ordinary Share; and (B) the Ordinary Shareholders shall be entitled to the balance of the Capital Distribution Amount in proportion to the number of Ordinary Shares held by them *pari passu*; and
- (ii) if the Reference Share Price is greater than the Hurdle Amount (or equivalent in the event that the company's share capital has been consolidated or sub-divided following the issue of the G Ordinary Shares), then the G Ordinary Shareholders and the Ordinary Shareholders shall be entitled to the whole of the balance of the Capital Distribution Amount in proportion to the number of Ordinary Shares and G Ordinary Shares held by them *pari passu* (treating the Ordinary Shares and the G Ordinary Shares as one class for such purpose).

Voting:

- (a) the Ordinary Shares confer on each holder thereof the right to receive notice of and to attend, speak and vote at all general meetings of the company. On a poll, each Ordinary Share confers one vote per Share.
- (b) the Deferred Shares and the G Ordinary Shares do not confer on the holders thereof (in their capacity as such) any right to receive notice of or to attend, speak or vote at any general meetings of the company.

Leaving Provisions:

- (a) if a G Ordinary Leaver is a G Ordinary Good Leaver and is the holder of G Ordinary Shares then, subject to the remaining provisions below:
 - (i) if the relevant Leaver Termination Date is on or before the first anniversary of the Vesting Date then all of the G Ordinary Shares held by the G Ordinary Leaver in question shall automatically convert into Deferred Shares;
 - (ii) if the relevant Leaver Termination Date is after the first anniversary of the Vesting Date but on or before the second anniversary of the Vesting Date then two thirds (rounding up to the nearest whole share) of the G Ordinary Shares held by the G Ordinary Leaver in question shall automatically convert into Deferred Shares;

(iii) if the relevant Leaver Termination Date is after the second anniversary of the Vesting Date but on or before the third anniversary of the Vesting Date then one third (rounding up to the nearest whole share) of the G Ordinary Shares held by the G Ordinary Leaver in question shall automatically convert into Deferred Shares; and

(iv) if the relevant Leaver Termination Date is after the third anniversary of the Vesting Date then, subject to the remaining provisions below, such G Ordinary Leaver shall retain all of their G Ordinary Shares.

(b) if the G Ordinary Leaver is a G Ordinary Bad Leaver and is the holder of G Ordinary Shares then, from and including the relevant Leaver Termination Date, each G Ordinary Share held by the G Ordinary Leaver in question shall automatically convert into a Deferred Share.

(c) where a G Ordinary Leaver subsequently becomes a G Ordinary Bad Leaver after his relevant Leaver Termination Date then, from and including the date on which he becomes a G Ordinary Bad Leaver, each G Ordinary Share held by the G Ordinary Leaver in question shall automatically convert into a Deferred Share.

(d) to the extent that a G Ordinary Leaver retains G Ordinary Shares pursuant to (a) above after his Leaver Termination Date (the "Retained G Ordinary Shares"), the Board shall have the right, but not the obligation, to serve a mandatory transfer notice on the G Ordinary Leaver on or at any time after that G Ordinary Leaver's Leaver Termination Date. The mandatory transfer notice shall be in writing and may, at the Board's discretion, require the G Ordinary Leaver to sell such percentage (or any part thereof) of his Retained G Ordinary Shares as is set out in his G Ordinary Share Subscription Agreement to the company and/or to such other party or parties as the Board may specify. The price to be paid under any such mandatory transfer notice shall be calculated by applying the Distribution Mechanism as at the G Ordinary Leaver's Leaver Termination Date and using the Reference Share Price that is agreed by the Board (with such adjustments to the mechanism as are appropriate for the valuation in question). If any G Ordinary Leaver does not execute the relevant transfer documentation following receipt of a mandatory transfer notice pursuant to this article (d), then such defaulting G Ordinary Leaver shall be deemed to have irrevocably appointed any person nominated for the purpose by the Board to be his agent to execute and deliver all such documentation on his behalf and against receipt by the company (on trust for such G Ordinary Leaver) of the purchase monies or any other consideration payable (without there being any duty to deposit the same in an interest bearing account) for the Retained G Ordinary Shares which are the subject of the transfer in question, deliver such documentation to the purchaser(s) (or as they may direct) and, subject to stamping, the directors shall forthwith register the purchaser(s) (or as they may direct) as the holder thereof and, after the purchaser(s) have been registered as the holder(s), the validity of such proceedings shall not be questioned by any such person. It shall be no impediment to registration of shares under this article that no share certificate (or lost share certificate indemnity) has been produced.

(e) notwithstanding Capital Returns above, to the extent that a G Ordinary Leaver retains any G Ordinary Shares pursuant to article (a) above after their Leaver Termination Date then, unless and to the extent otherwise agreed by the Board in its sole and absolute discretion, on any application of the Distribution Mechanism pursuant Capital Returns above, the Capital Distribution Amount (or equivalent) for the G Ordinary Shares in question shall be the lower of (i) the Capital Distribution Amount derived from the Exit in question, and (ii) the Capital Distribution Amount that would be derived using the valuation of the company as at the G Ordinary Leaver's Leaver Termination Date, as determined by the Board.

Transfer:

A transfer of G Ordinary Shares may only be made by any G Ordinary Shareholder if (i) the transfer is pursuant to these articles, or (ii) the transfer is pursuant to a separate contract between the relevant transferring Shareholder and the company or the company's nominee which has been approved by the Board, or (iii) the transfer has been approved in advance by a resolution of the Board.

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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

J. A. DUDGEON

Company name

WARD, DUDGEON & CO

Address

51 MARLBOROUGH ROAD

Post town

LONDON

County/Region

Postcode

W8 6LA

Country

DX

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**

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