

**Return of Allotment of Shares**Company Name: **SIMPLYCOOK LIMITED**Company Number: **09364895**Received for filing in Electronic Format on the: **09/10/2020**

X9FAKT01

**Shares Allotted (including bonus shares)**

Date or period during which  
shares are allotted

From  
**06/10/2020**

**Class of Shares: C ORDINARY**Currency: **GBP**Number allotted **790000**Nominal value of each share **0.00001**Amount paid: **0.00001**Amount unpaid: **0**

No shares allotted other than for cash

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# Statement of Capital (Share Capital)

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Class of Shares:	A	Number allotted	5233522
	ORDINARY	Aggregate nominal value:	52.33522
Currency:	GBP		

Prescribed particulars

VOTING - THE A ORDINARY SHARES SHALL CONFER ON EACH HOLDER OF A ORDINARY SHARES FULL VOTING RIGHTS. DIVIDENDS - TO BE DISTRIBUTED ACCORDING TO THE PRESCRIBED PARTICULARS OF THE ORDINARY SHARES. DISTRIBUTION - ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE OF SHARES) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES (THE "NET PROCEEDS") SHALL BE APPLIED (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO): A. FIRST, IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES, IF ANY, A TOTAL OF £1.00 FOR THE ENTIRE CLASS OF DEFERRED SHARES; B. SECOND, IN PAYING A SUM EQUAL TO £X PLUS £100 (WHERE X IS AN AMOUNT EQUAL TO THE AGGREGATE OF (I) THE A SHARE RETURN OF ALL THE A SHARES IN ISSUE AT THE RELEVANT TIME AND (II) THE A2 SHARE RETURN OF ALL THE A2 SHARES IN ISSUE AT THE RELEVANT TIME PLUS ANY ARREARS (IF ANY) ON THE A SHARES AND/OR THE A2 SHARES (AS THE CASE MAY BE) DUE OR DECLARED BUT UNPAID DOWN TO THE DATE OF THE RETURN OF ASSETS ("DUE DIVIDEND") TO BE DISTRIBUTED AS TO 0.0001% TO THE HOLDERS OF THE B SHARES, THE SEED SHARES, ORDINARY SHARES AND THE GROWTH SHARES PRO-RATA ACCORDING TO THE NUMBER OF B SHARES, SEED SHARES, ORDINARY SHARES AND GROWTH SHARES HELD BY THEM AND AS TO THE BALANCE TO THE HOLDERS OF A SHARES AND A2 SHARES PRO-RATA SUCH THAT: (I) EACH HOLDER OF A SHARES RECEIVES IN RESPECT OF EACH A SHARE HELD, THE A SHARE RETURN PLUS THE AMOUNT OF ANY DUE DIVIDEND IN RESPECT OF THAT A SHARE (II) EACH HOLDER OF A2 SHARES RECEIVES IN RESPECT OF EACH A2 SHARE HELD, THE A2 SHARE RETURN PLUS THE AMOUNT OF ANY DUE DIVIDEND IN RESPECT OF THAT A2 SHARE, IN EACH CASE THE NET PROCEEDS SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE A2 SHARES, A SHARES, B SHARES, SEED SHARES, ORDINARY SHARES AND GROWTH SHARES PRO RATA TO THE AMOUNT THEY WOULD HAVE RECEIVED HEREUNDER; C. THIRD, IN PAYING TO THE HOLDERS OF THE SEED SHARES THE AMOUNTS LISTED IN THE PRESCRIBED PARTICULARS TO THE SEED SHARES; D. FOURTHLY, IN PAYING TO THE HOLDERS OF THE B SHARES THE AMOUNTS LISTED IN THE PRESCRIBED PARTICULARS TO THE B SHARES;

**E. THEREAFTER THE BALANCE OF THE NET PROCEEDS, IF ANY, SHALL BE DISTRIBUTED AS PER THE PRESCRIBED PARTICULARS TO THE ORDINARY SHARES. REDEMPTION - THE A ORDINARY SHARES ARE NOT REDEEMABLE.**

<b>Class of Shares:</b>	<b>B</b>	<b>Number allotted</b>	<b>150000</b>
	<b>ORDINARY</b>	<b>Aggregate nominal value:</b>	<b>150000</b>
<b>Currency:</b>	<b>GBP</b>		

Prescribed particulars

**VOTING - THE B ORDINARY SHARES SHALL NOT CONFER ON EACH HOLDER OF B ORDINARY SHARES FULL VOTING RIGHTS. DIVIDENDS - TO BE DISTRIBUTED ACCORDING TO THE PRESCRIBED PARTICULARS OF THE ORDINARY SHARES. DISTRIBUTION - ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE OF SHARES) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES (THE "NET PROCEEDS") SHALL BE APPLIED (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO):**

**A. FIRST, IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES, IF ANY, A TOTAL OF £1.00 FOR THE ENTIRE CLASS OF DEFERRED SHARES; B. SECOND, IN PAYING TO THE HOLDERS OF A ORDINARY SHARES AND A2 ORDINARY SHARES THE AMOUNTS LISTED IN THE PRESCRIBED PARTICULARS TO THE A ORDINARY SHARES; C. THIRD, IN PAYING TO THE HOLDERS OF THE SEED SHARES THE AMOUNTS LISTED IN THE PRESCRIBED PARTICULARS TO THE SEED SHARES; D. FOURTHLY, IN PAYING £1.00 TO THE HOLDERS OF THE A2 SHARES, THE A SHARES, THE SEED SHARES, THE ORDINARY SHARES AND THE GROWTH SHARES (AS IF ONE CLASS) PAYMENT OF WHICH MAY BE MADE TO ANY HOLDER OF A2 SHARES, A SHARES, ORDINARY SHARES, SEED SHARES OR GROWTH SHARES HELD BY THEM AND IN PAYING THE HOLDERS OF THE B SHARES: (I) THE SUM OF £1 IN AGGREGATE FOR ALL OF THE B SHARES AS A CLASS WHERE THE PROCEEDS PER SHARE IS BELOW THE THRESHOLD PRICE; OR (II) THE SUM OF £150,000 IN AGGREGATE FOR ALL OF THE B SHARES AS A CLASS WHERE THE PROCEEDS PER SHARE IS EQUAL TO OR GREATER THAN THE THRESHOLD PRICE, AND PROVIDING THAT, WHERE THERE ARE INSUFFICIENT NET PROCEEDS TO PAY THE AMOUNTS UNDER THIS ARTICLE 5.1(D), THE NET PROCEEDS SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE A2 SHARES, A SHARES, B SHARES, SEED SHARES, ORDINARY SHARES AND GROWTH SHARES PRO RATA TO THE AMOUNT THEY WOULD OTHERWISE HAVE RECEIVED HEREUNDER; E. THEREAFTER THE BALANCE OF THE NET PROCEEDS, IF ANY, SHALL BE DISTRIBUTED AS**

**PER THE PRESCRIBED PARTICULARS TO THE ORDINARY SHARES. REDEMPTION - THE B ORDINARY SHARES ARE NOT REDEEMABLE.**

<b>Class of Shares:</b>	<b>DEFERRED</b>	Number allotted	<b>828000</b>
Currency:	<b>GBP</b>	Aggregate nominal value:	<b>8.28</b>

Prescribed particulars

**VOTING - THE DEFERRED SHARES SHALL NOT CONFER ON EACH HOLDER OF DEFERRED SHARES FULL VOTING RIGHTS. DIVIDENDS - TO BE DISTRIBUTED ACCORDING TO THE PRESCRIBED PARTICULARS OF THE ORDINARY SHARES. DISTRIBUTION - ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE OF SHARES) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES (THE "NET PROCEEDS") SHALL BE APPLIED (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO): A. FIRST, IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES, IF ANY, A TOTAL OF £1.00 FOR THE ENTIRE CLASS OF DEFERRED SHARES; B. SECOND, IN PAYING TO THE HOLDERS OF A ORDINARY SHARES AND A2 ORDINARY SHARES THE AMOUNTS LISTED IN THE PRESCRIBED PARTICULARS TO THE A ORDINARY SHARES; C. THIRD, IN PAYING TO THE HOLDERS OF THE SEED SHARES THE AMOUNTS LISTED IN THE PRESCRIBED PARTICULARS TO THE SEED SHARES; D. FOURTHLY, IN PAYING TO THE HOLDERS OF THE B ORDINARY SHARES THE AMOUNTS LISTED IN THE PRESCRIBED PARTICULARS TO THE B ORDINARY SHARES; E. THEREAFTER THE BALANCE OF THE NET PROCEEDS, IF ANY, SHALL BE DISTRIBUTED AS PER THE PRESCRIBED PARTICULARS TO THE ORDINARY SHARES. REDEMPTION - THE DEFERRED SHARES ARE NOT REDEEMABLE.**

<b>Class of Shares:</b>	<b>ORDINARY</b>	Number allotted	<b>12678127</b>
Currency:	<b>GBP</b>	Aggregate nominal value:	<b>126.78127</b>

Prescribed particulars

**VOTING - THE ORDINARY SHARES SHALL CONFER ON EACH HOLDER OF ORDINARY SHARES FULL VOTING RIGHTS. DIVIDENDS - ANY AVAILABLE PROFITS WHICH THE COMPANY MAY DETERMINE TO DISTRIBUTE WILL BE DISTRIBUTED SO THAT THE HOLDERS OF DEFERRED SHARES RECEIVE £1.00 (AS A CLASS) AND THE HOLDERS OF B SHARES RECEIVE £1.00 (AS A CLASS), PAYMENT OF WHICH MAY BE MADE TO ANY HOLDER OF DEFERRED SHARES OR B SHARES ON BEHALF OF THE RESPECTIVE CLASS CLASS, AND THE BALANCE OF THE AVAILABLE PROFITS, IF ANY, SHALL BE DISTRIBUTED TO**

THE HOLDERS OF THE EQUITY SHARES (ON A PARI PASSU BASIS) PRO RATA TO THEIR RESPECTIVE HOLDINGS. DISTRIBUTION - ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE OF SHARES) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES (THE "NET PROCEEDS") SHALL BE APPLIED (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO): A. FIRST, IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES, IF ANY, A TOTAL OF £1.00 FOR THE ENTIRE CLASS OF DEFERRED SHARES; B. SECOND, IN PAYING TO THE HOLDERS OF THE A AND A2 SHARES THE AMOUNTS LISTED IN THE PRESCRIBED PARTICULARS TO THE A ORDINARY SHARES; C. THIRD, IN PAYING TO THE HOLDERS OF THE SEED SHARES THE AMOUNTS LISTED IN THE PRESCRIBED PARTICULARS TO THE SEED SHARES; D. FOURTHLY, IN PAYING TO THE HOLDERS OF THE B SHARES THE AMOUNTS LISTED IN THE PRESCRIBED PARTICULARS TO THE B SHARES; E. THEREAFTER THE BALANCE OF THE NET PROCEEDS, IF ANY, SHALL BE DISTRIBUTED: (I) AS TO 0.0001% TO THE HOLDERS OF A2 SHARES, A SHARES, B SHARES AND SEED SHARES; AND (II) AS TO THE BALANCE TO THE HOLDERS OF ORDINARY SHARES AND GROWTH SHARES ON A PRO-RATA BASIS ACCORDING TO THE NUMBER OF SUCH SHARES HELD BY THEM AS IF THEY CONSTITUTED ONE CLASS OF SHARE IMMEDIATELY PRIOR TO THE COMMENCEMENT OF THE WINDING UP OR THE RETURN OF CAPITAL, AND (III) THE AMOUNT PAYABLE UPON EACH GROWTH SHARE PURSUANT TO (II) ABOVE SHALL BE LIMITED SO THAT EACH HOLDER OF GROWTH SHARES SHALL ONLY RECEIVE AN AMOUNT EQUAL TO THE HIGHER OF (1) 0.00001% OF THE NET PROCEEDS AND (2) THE AMOUNT CALCULATED AS FOLLOWS:  $L = (DV \times M/N)$  AS DETERMINED BY THE ARTICLES. REDEMPTION - THE ORDINARY SHARES ARE NOT REDEEMABLE.

Class of Shares:	<b>A2</b>	Number allotted	<b>2997129</b>
	<b>ORDINARY</b>	Aggregate nominal value:	<b>29.97129</b>
Currency:	<b>GBP</b>		

Prescribed particulars

**VOTING - THE A2 ORDINARY SHARES SHALL CONFER ON EACH HOLDER OF A2 ORDINARY SHARES FULL VOTING RIGHTS. DIVIDENDS - TO BE DISTRIBUTED ACCORDING TO THE PRESCRIBED PARTICULARS OF THE ORDINARY SHARES. DISTRIBUTION - ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE OF SHARES) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES (THE "NET PROCEEDS") SHALL**

BE APPLIED (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO): A. FIRST, IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES, IF ANY, A TOTAL OF £1.00 FOR THE ENTIRE CLASS OF DEFERRED SHARES; B. SECOND, IN PAYING TO THE HOLDERS OF A ORDINARY SHARES AND A2 ORDINARY SHARES THE AMOUNTS LISTED IN THE PRESCRIBED PARTICULARS TO THE A ORDINARY SHARES; C. THIRD, IN PAYING TO THE HOLDERS OF THE SEED SHARES THE AMOUNTS LISTED IN THE PRESCRIBED PARTICULARS TO THE SEED SHARES; D. FOURTHLY, IN PAYING TO THE HOLDERS OF THE B SHARES THE AMOUNTS LISTED IN THE PRESCRIBED PARTICULARS TO THE B SHARES; E. THEREAFTER THE BALANCE OF THE NET PROCEEDS, IF ANY, SHALL BE DISTRIBUTED AS PER THE PRESCRIBED PARTICULARS TO THE ORDINARY SHARES. REDEMPTION - THE A2 ORDINARY SHARES ARE NOT REDEEMABLE.

Class of Shares:	SEED	Number allotted	10151025
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Currency:	GBP	Aggregate nominal value:	101.51025
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Prescribed particulars

VOTING - THE SEED SHARES SHALL CONFER ON EACH HOLDER OF SEED SHARES FULL VOTING RIGHTS. DIVIDENDS - TO BE DISTRIBUTED ACCORDING TO THE PRESCRIBED PARTICULARS OF THE ORDINARY SHARES. DISTRIBUTION - ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE OF SHARES) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES (THE "NET PROCEEDS") SHALL BE APPLIED (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO): A. FIRST, IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES, IF ANY, A TOTAL OF £1.00 FOR THE ENTIRE CLASS OF DEFERRED SHARES; B. SECOND, IN PAYING TO THE HOLDERS OF A ORDINARY SHARES AND A2 ORDINARY SHARES THE AMOUNTS LISTED IN THE PRESCRIBED PARTICULARS TO THE A ORDINARY SHARES; C. THIRD, IN PAYING A SUM EQUAL TO £Y PLUS £100 (WHERE Y IS AN AMOUNT EQUAL TO THE AGGREGATE ISSUE PRICE OF ALL THE SEED SHARES IN ISSUE AT THE RELEVANT TIME PLUS ANY ARREARS (IF ANY) ON THE SEED SHARES (AS THE CASE MAY BE) DUE OR DECLARED BUT UNPAID DOWN TO THE DATE OF THE RETURN OF ASSETS ("DUE DIVIDEND")) TO BE DISTRIBUTED AS TO 0.0001% TO THE HOLDERS OF THE A2 SHARES, THE A SHARES, THE B SHARES, ORDINARY SHARES AND GROWTH SHARES PRO-RATA ACCORDING TO THE NUMBER OF A2 SHARES, A SHARES, B SHARES, ORDINARY SHARES AND GROWTH SHARES HELD BY THEM AND AS TO THE BALANCE TO THE HOLDERS OF THE SEED SHARES AN AMOUNT EQUAL TO THE AMOUNT SUBSCRIBED OR DEEMED TO HAVE BEEN SUBSCRIBED (INCLUDING PREMIUM)

FOR SUCH SHARE PLUS ANY DUE DIVIDEND ON SUCH SHARE AND PROVIDING THAT, WHERE THERE ARE INSUFFICIENT NET PROCEEDS TO PAY THE AMOUNTS UNDER THIS ARTICLE 5.1(D), THE NET PROCEEDS SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE A2 SHARES, A SHARES, B SHARES, SEED SHARES, ORDINARY SHARES AND GROWTH SHARES PRO RATA TO THE AMOUNT THEY WOULD OTHERWISE HAVE RECEIVED HEREUNDER. D. FOURTHLY, IN PAYING TO THE HOLDERS OF THE B ORDINARY SHARES THE AMOUNTS LISTED IN THE PRESCRIBED PARTICULARS TO THE B ORDINARY SHARES; E. THEREAFTER THE BALANCE OF THE NET PROCEEDS, IF ANY, SHALL BE DISTRIBUTED AS PER THE PRESCRIBED PARTICULARS TO THE ORDINARY SHARES. REDEMPTION - THE SEED SHARES ARE NOT REDEEMABLE.

Class of Shares:	C	Number allotted	790000
	ORDINARY	Aggregate nominal value:	7.9
Currency:	GBP		

Prescribed particulars

VOTING - THE C ORDINARY SHARES SHALL NOT CONFER ON EACH HOLDER OF C ORDINARY SHARES FULL VOTING RIGHTS. DIVIDENDS - TO BE DISTRIBUTED ACCORDING TO THE PRESCRIBED PARTICULARS OF THE ORDINARY SHARES. DISTRIBUTION - ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE OF SHARES) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES (THE "NET PROCEEDS") SHALL BE APPLIED (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO): A. FIRST, IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES, IF ANY, A TOTAL OF £1.00 FOR THE ENTIRE CLASS OF DEFERRED SHARES; B. SECOND, IN PAYING TO THE HOLDERS OF A ORDINARY SHARES AND A2 ORDINARY SHARES THE AMOUNTS LISTED IN THE PRESCRIBED PARTICULARS TO THE A ORDINARY SHARES; C. THIRD, IN PAYING TO THE HOLDERS OF THE SEED SHARES THE AMOUNTS LISTED IN THE PRESCRIBED PARTICULARS TO THE SEED SHARES; D. FOURTHLY, IN PAYING TO THE HOLDERS OF THE B ORDINARY SHARES THE AMOUNTS LISTED IN THE PRESCRIBED PARTICULARS TO THE B ORDINARY SHARES; E. THEREAFTER THE BALANCE OF THE NET PROCEEDS, IF ANY, SHALL BE DISTRIBUTED AS PER THE PRESCRIBED PARTICULARS TO THE ORDINARY SHARES. REDEMPTION - THE C ORDINARY SHARES ARE NOT REDEEMABLE.

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## Statement of Capital (Totals)

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Currency:	<b>GBP</b>	Total number of shares:	<b>32827803</b>
		Total aggregate nominal value:	<b>150326.77803</b>
		Total aggregate amount unpaid:	<b>0</b>

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### Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Administrator, Administrative Receiver, Receiver, Receiver Manager, CIC Manager.