

Paperclip  
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SH01

Return of allotment of shares



Companies House



Go online to file this information  
[www.gov.uk/companieshouse](http://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 by stock on formation of the company for an allotment of a new class of shares by an unlimited company.

THURSDAY



\*A9ZK214Y\*

A04

04/03/2021

#321

COMPANIES HOUSE

## 1 Company details

Company number 09364895

Company name in full SIMPLYCOOK 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

From Date 01/03/2021  
To Date 01/03/2021

**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.)

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

Currency	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	3,091,790	0.00001	0.00001	0.00
GBP	ORDINARY	12,940	0.00001	0.37093	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
<b>Currency table A</b>				
	Please see continuation page			
<b>Totals</b>				0.00

<b>Currency table B</b>				
<b>Totals</b>				

<b>Currency table C</b>				
<b>Totals</b>				

**Totals (including continuation pages)**

Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
35,932,533	150,357.82533	0.00

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

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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

Please see continuation page

Prescribed particulars  
①

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

DocuSigned by:

Oliver Ashness

4831358EED8E40F...

X

**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.

This form may be signed by:

Director ②, Secretary, Person authorised ②, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

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

## Statement of capital

SH01 - continuation page  
Return of allotment of shares**5** Statement of capital (prescribed particulars of rights attached to shares)

Class of share	A ORDINARY	
Prescribed particulars	<p>VOTING - THE A ORDINARY SHARES SHALL CONFER ON EACH HOLDER OF A ORDINARY SHARES FULL VOTING RIGHTS.</p> <p>DIVIDENDS - TO BE DISTRIBUTED ACCORDING TO THE PRESCRIBED PARTICULARS OF THE ORDINARY SHARES.</p> <p>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 PAYMENT TO THE HOLDERS OF DEFERRED SHARES; B. SECOND, IN PAYING A SUM EQUAL TO <math>\pounds X</math> PLUS <math>\pounds 100</math> (WHERE <math>X</math> 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 <math>\pounds 0.0001\%</math> 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 SHARE, ORDINARY SHARES AND GROWTH SHARES HELD BY THEM AS TO THE BALANCE TO THE HOLDERS OF THE 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 A2 SHARES RECEIVED 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 HOLDER 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.</p>	

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

Class of share	B ORDINARY	
Prescribed particulars	<p>VOTING – THE B ORDINARY SHARES SHALL NOT CONFER ON EACH HOLDER OF B ORDINARY SHARES FULL VOTING RIGHTS.</p> <p>DIVIDENDS – TO BE DISTRIBUTED ACCORDING TO THE PRESCRIBED PARTICULARS OF THE ORDINARY SHARES.</p> <p>DISTRIBUTION – ON A DISTRIBUTION OF ASSETS OF ON A LIQUIDATION OF A RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE OF SHARES) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER A 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 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 £1.00 IN AGGREGATE FOR ALL OF THE B SHARES AS A CLASS WHERE THE PROCEEDS PER SHARE IS BELOW THE THRESHOLDER PRICE; OR (II) THE SUM OF £150,000 IN AGGREGATE FOR ALL THE B SHARES AS A CLASS WHERE THE PROCEEDS PER SHARE IS EQUAL TO OR GREATER THAN THE THRESHOLDER PRICE, AN PROVIDING THAT, WHERE THERE ARE INSUFFICIENT NET PROCEEDS TO PAY THE AMOUNTS UNDER 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 SHARE 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,</p> <p>REDEMPTION – THE B ORDINARY SHARES ARE NOT REDEEMABLE.</p>	

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

Class of share	ORDINARY	
Prescribed particulars	<p>VOTING - THE ORDINARY SHALL CONFER ON EACH HOLDER OF ORDINARY SHARES FULL VOTING RIGHTS. DIVIDENDS - ANY AVAILABLE PROFITS WHICH THE COMPANY MAY DETERMINE TO DISTRIBUTE WILL BE WILL BE DISTRIBUTED SO THAT THE HOLDERS OF THE DEFERRED SHARES SHALL RECEIVED £1.00 (AS A CLASS) AND THE HOLDERS OF THE 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, 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 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) 0.0001% OF THE NET PROCEEDS AND (2) THE AMOUNT CALCULATED AS FOLLOWS: <math>L=(DV \times M/N)</math> AS DETERMINED BY THE ARTICLES. REDEMPTION - THE ORDINARY SHARES ARE NOT REDEEMABLE.</p>	

In accordance with  
Section 555 of the  
Companies Act 2006.

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

Class of share	A2 ORDINARY	
Prescribed particulars	<p>VOTING – THE A2 ORDINARY SHARES SHALL CONFER ON EACH HOLDER OF A2 ORDINARY SHARES FULL VOTING RIGHTS.</p> <p>DIVIDENDS – TO BE DISTRIBUTED ACCORDING TO THE PRESCRIBED PARTICULARS OF THE ORDINARY SHARES.</p> <p>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 IF 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.</p> <p>REDEMPTION – THE A1 ORDINARY SHARES ARE NOT REDEEMABLE.</p>	



In accordance with  
Section 555 of the  
Companies Act 2006.

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

Class of share	DEFERRED	
Prescribed particulars	<p>VOTING - THE DEFERRED SHARES SHALL NOT CONFER ON EACH HOLDER OF DEFERRED SHARES FULL VOTING RIGHTS.</p> <p>DIVIDENDS - TO BE DISTRIBUTED ACCORDING TO THE PRESCRIBED PARTICULARS OF THE ORDINARY SHARES.</p> <p>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 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.</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	IFJ 314230-15									
Company name	Ashfords LLP									
Address	1 New Fetter Lane									
Post town	London									
County/Region										
Postcode	E	C	4	A	I	A	N			
Country	UK									
DX	DX 25 London Chancery Lane									
Telephone	+44 (0)20 7544 2424									

**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](http://www.gov.uk/companieshouse) or email [enquiries@companieshouse.gov.uk](mailto: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](http://www.gov.uk/companieshouse)**