SH01

Blaserform

Return of allotment of shares

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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 is You cannot use this form notice of shares taken by on formation of the completer an allotment of a new shares by an unlimited co



A13 24/10/2018

COMPANIES HOUSE

#186

		···			The state of the s
1	Company details	No. of National			
Company number	0 9 3 6 4 8 9	5		→ Filling i	n this form complete in typescript or in
Company name in full	SIMPLYCOOK LIMITED			bold bla	ck capitals.
		· · · · · · · · · · · · · · · · · · ·			are mandatory unless d or indicated by *
2	Allotment dates 0				
From Date	d d m m y	y y y		Allotme If all sha	nt date res were allotted on the
To Date	d m m	V V		same da	y enter that date in the
	, , , , ,	, , ,		allotted	te' box. If shares were over a period of time,
				complete date' box	e both 'from date' and 'to kes.
3	Shares allotted				
	Please give details of the shares		nus shares.	2 Currenc	
	(Please use a continuation page i	f necessary.)		complete	cy details are not ed we will assume currency
		N. C. S.	Disminal value of		nd sterling.
Currency 2	Class of shares (E.g. Ordinary/Preference etc.)	Number of shares allotted	Nominal value of each share	Amount paid (including share	Amount (if any) unpaid (including
				premium) on each share	share premium) on
GBP £	Ordinary	395066	0.00001	0.00001	0.00
GBP £	Ordinary	1078370	0.00001	0.37093	0.00
	If the allotted shares are fully or postate the consideration for which t	artly paid up otherwi he shares were allot	se than in cash, plea ted		otion page se a continuation page if
-				necessar	
Details of non-cash consideration.	1,078,370 ordinary sha on 19 April 2018 pursu				
	a warrant instrument of				
If a PLC, please attach valuation report (if	aggregate discount app		ox Limited du	ring the disc	count period
appropriate)	by the applicable roun	a price.			

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7				·- <u>-</u> -
4	Statement of capital			
	Complete the table(s) below to show the issu	ed share capital at the d	ate to which this return i	s made up.
	Complete a separate table for each current 'Currency table A' and Euros in 'Currency table	icy (if appropriate). Fo	r example, add pound st	erling in
	Please use a Statement of Capital continuation	on page if necessary.		
Currency	Class of shares	Number of shares	Aggregate nominal value	Total aggregate amount
Complete a separate table for each currency	E.g. Ordinary/Preference etc.		(£, €, \$, etc) Number of shares issued multiplied by nominal value	unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium
Currency table A			Γ	
	See continuation sheet.			
			_	
	Totals			
Currency table B				
<u> </u>	Tatala			
	Totals			<u> </u>
Currency table C				
				* .
	Totals			
		Total number of shares	Total aggregate nominal value	Total aggregate amount unpaid 1
	Totals (including continuation pages)	21,529,101	150213.79101	0.00
	pugas,	Please list total agg For example: £100 + €	regate values in differen 100 + \$10 etc.	t currencies separately.
	•	·		
	•			

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Statement of capital

Complete the table below to show the issued share capital.

Complete a separate table for each currency.

	Complete a separate table for each	n currency.	•		•
Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	Num	ber 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 £	B ORDINARY SHARES		150000	150,000.00	
GBP £	DEFERRED SHARES		828000	8.28	
GBP £	ORDINARY SHARES		12459457	124.59457]
GBP £	SEED SHARES		8091644	80.91644	
· · · · · · · · · · · · · · · · · · ·					
		Totals	21529101	150,213.79101	

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Return of allotment of shares

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.	• Prescribed particulars of rights attached to shares The particulars are:
Class of share	See continuation pages.	a particulars of any voting rights, including rights that arise only in
Prescribed particulars •		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
Class of share		each class of share. Continuation page
Prescribed particulars Class of share		Pleace use a Statement of Capital continuation page if necessary.
Prescribed particulars		
6	Signature	!
Signature	I am signing this form on behalf of the company. Signature X	Sociatas 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. Person authorised Under either section 270 or 274 of the Companies Act 2006.

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

Class of share

B ORDINARY SHARES

Prescribed particulars

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 "SURPLUS ASSETS") SHALL BE APPLIED (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO) AS FOLLOWS: 4.1.1. FIRST IN PAYING TO EACH OF THE HOLDERS OF THE SEED SHARES (OTHER THAN DEFERRED SHARES) AN AMOUNT PER SHARE HELD EQUAL TO THE AMOUNT SUBSCIBRED OR DEEMED TO HAVE BEEN SUBSCRIBED (INCLUDING PREMIUM) FOR SUCH SHARE OR, IF THE SURPLUS ASSETS ARE INSUFFICIENT TO MEET SUCH LIABILITY, THEN PRORATA IN ACCORDANDE WITH THE AMOUNT SUBSCRIBED OR DEEMED TO HAVE BEEN SUBSCRIBED (INCLUDING PREMIUM); 4.1.2. SECOND, (SUBJECT ALWAYS TO ARTICLE 34) IN PAYING THE HOLDERS OF B SHARES EITHER: 4.1.2.1. 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 4.1.2.2. 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 THRESHOLD PRICE; AND 4.1.3 THIRD, IN PAYING THE HOLDERS OF DEFERRED SHARES (IF ANY) £1.00 IN AGGREGATE FOR ALL DEFERRED SHARES; AND 4.1.4 FOURTH, IN PAYING TO ALL SHAREHOLDERS (OTHER THAN THE HOLDERS OF DEFERRED SHARES AND B SHARES) AN AMOUNT EQUAL TO ANY DECLARED BUT UNPAID DIVIDENDS OR, IF THE SURPLUS ASSETS ARE INSUFFICIENT TO MEET SUCH LIABILITY. THEN PRO RATA IN ACCORDANCE WITH THE AMOUNT OF ANY DECLARED BUT UNPAID DIVIDEND; AND 4.1.5. FIFTH, IN DISTRIBUTING THE BALANCE OF THE SURPLUS ASSETS BETWEEN THE ORDINARY SHARES PRO RATA IN ACCORDANCE WITH THE NUMBER OF ORDINARY SHARES HELD BY SUCH SHAREHOLDERS. **DIVIDENDS** THE B SHARES AND DEFERRED SHARES ARE NOT ENTITLES TO RECEIVE A DIVIDEND. VOTING - ON A SHOW OF HANDS, HOLDERS OF ORDINARY AND SEED SHARES ARE ENTITLED TO VOTE WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR BY PROXY OR (BEING A CORPORATE BODY) IS PRESENT BY A REPRESENTATIVE OR PROXY SHALL HAVE ONE VOTE AND. ON A POLL, EACH SUCH SHAREHOLDER SHALL HAVE ONE VOTE FOR EACH SHARE OF WHICH HE IS THE HOLDER. HOLDERS OF DEFERRED SHARES ARE NOT ENTITLED TO RECEIVE NOTICE OF, TO ATTEND, TO SPEAK OR TO VOTE AT ANY GENERAL MEETING OF THE COMPANY NOR TO RECEIVE OR VOTE ON, OR OTHERWISE CONSTITUTE AN ELIGIBLE MEMBER FOR THE PURPOSES OF, PROPOSED WRITTEN RESOLUTIONS. REDEEMABLE -THE SHARES ARE NOT REDEEMABLE. ANY DEFERRED SHARES ISSUED AS REDEEMABLE SHARES MAY BE REDEEMED BY THE COMPANY AT ANY TIME AT ITS OPTION FOR ONE PENNY FOR ALL THE DEFERRED SHARES REGISTERED IN THE SAME OF ANY HOLDER WITHOUT OBTAINING THE SANCTION OF THE HOLDER OR HOLDERS.

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

Class of share

DEFERRED SHARES

Prescribed particulars

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 "SURPLUS ASSETS") SHALL BE APPLIED (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO) AS FOLLOWS: 4.1.1. FIRST IN PAYING TO EACH OF THE HOLDERS OF THE SEED SHARES (OTHER THAN DEFERRED SHARES) AN AMOUNT PER SHARE HELD EQUAL TO THE AMOUNT SUBSCIBRED OR DEEMED TO HAVE BEEN SUBSCRIBED (INCLUDING PREMIUM) FOR SUCH SHARE OR, IF THE SURPLUS ASSETS ARE INSUFFICIENT TO MEET SUCH LIABILITY, THEN PRO RATA IN ACCORDANDE WITH THE AMOUNT SUBSCRIBED OR DEEMED TO HAVE BEEN SUBSCRIBED (INCLUDING PREMIUM); 4.1.2. SECOND, (SUBJECT ALWAYS TO ARTICLE 34) IN PAYING THE HOLDERS OF B SHARES EITHER: 4.1.2.1. 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 4.1.2.2. 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 THRESHOLD PRICE; AND 4.1.3 THIRD, IN PAYING THE HOLDERS OF DEFERRED SHARES (IF ANY) £1.00 IN AGGREGATE FOR ALL DEFERRED SHARES; AND 4.1.4 FOURTH, IN PAYING TO ALL SHAREHOLDERS (OTHER THAN THE HOLDERS OF DEFERRED SHARES AND B SHARES) AN AMOUNT EQUAL TO ANY DECLARED BUT UNPAID DIVIDENDS OR, IF THE SURPLUS ASSETS ARE INSUFFICIENT TO MEET SUCH LIABILITY, THEN PRO RATA IN ACCORDANCE WITH THE AMOUNT OF ANY DECLARED BUT UNPAID DIVIDEND; AND 4.1.5. FIFTH, IN DISTRIBUTING THE BALANCE OF THE SURPLUS ASSETS BETWEEN THE ORDINARY SHARES PRO RATA IN ACCORDANCE WITH THE NUMBER OF ORDINARY SHARES HELD BY SUCH SHAREHOLDERS. DIVIDENDS - THE B SHARES AND DEFERRED SHARES ARE NOT ENTITLES TO RECEIVE A DIVIDEND. THE B SHARES AND VOTING - ON A SHOW OF HANDS, HOLDERS OF ORDINARY AND SEED SHARES ARE ENTITLED TO VOTE WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR BY PROXY OR (BEING A CORPORATE BODY) IS PRESENT BY A REPRESENTATIVE OR PROXY SHALL HAVE ONE VOTE AND, ON A POLL, EACH SUCH SHAREHOLDER SHALL HAVE ONE VOTE FOR EACH SHARE OF WHICH HE IS THE HOLDER. HOLDERS OF DEFERRED SHARES ARE NOT ENTITLED TO RECEIVE NOTICE OF, TO ATTEND, TO SPEAK OR TO VOTE AT ANY GENERAL MEETING OF THE COMPANY NOR TO RECEIVE OR VOTE ON, OR OTHERWISE CONSTITUTE AN ELIGIBLE MEMBER FOR THE PURPOSES OF PROPOSED WRITTEN RESOLUTIONS. REDEEMABLE -THE SHARES ARE NOT REDEEMABLE. ANY DEFERRED SHARES ISSUED AS REDEEMABLE SHARES MAY BE REDEEMED BY THE COMPANY AT ANY TIME AT ITS OPTION FOR ONE PENNY FOR ALL THE DEFERRED SHARES REGISTERED IN THE SAME OF ANY HOLDER WITHOUT OBTAINING THE SANCTION OF THE HOLDER OR HOLDERS.

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

Class of share

SEED SHARES

Prescribed particulars

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 "SURPLUS ASSETS") SHALL BE APPLIED (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO) AS FOLLOWS: 4.1.1. FIRST IN PAYING TO EACH OF THE HOLDERS OF THE SEED SHARES (OTHER THAN DEFERRED SHARES) AN AMOUNT PER SHARE HELD EQUAL TO THE AMOUNT SUBSCIBRED OR DEEMED TO HAVE BEEN SUBSCRIBED (INCLUDING PREMIUM) FOR SUCH SHARE OR, IF THE SURPLUS ASSETS ARE INSUFFICIENT TO MEET SUCH LIABILITY, THEN PRO RATA IN ACCORDANDE WITH THE AMOUNT SUBSCRIBED OR DEEMED TO HAVE BEEN SUBSCRIBED (INCLUDING PREMIUM); 4.1.2. SECOND, (SUBJECT ALWAYS TO ARTICLE 34) IN PAYING THE HOLDERS OF B SHARES EITHER: 4.1.2.1. 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 4.1.2.2. 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 THRESHOLD PRICE; AND 4.1.3 THIRD, IN PAYING THE HOLDERS OF DEFERRED SHARES (IF ANY) £1.00 IN AGGREGATE FOR ALL DEFERRED SHARES; AND 4.1.4 FOURTH, IN PAYING TO ALL SHAREHOLDERS (OTHER THAN THE HOLDERS OF DEFERRED SHARES AND B SHARES) AN AMOUNT EQUAL TO ANY DECLARED BUT UNPAID DIVIDENDS OR, IF THE SURPLUS ASSETS ARE INSUFFICIENT TO MEET SUCH LIABILITY. THEN PRO RATA IN ACCORDANCE WITH THE AMOUNT OF ANY DECLARED BUT UNPAID DIVIDEND; AND 4.1.5. FIFTH, IN DISTRIBUTING THE BALANCE OF THE SURPLUS ASSETS BETWEEN THE ORDINARY SHARES PRO RATA IN ACCORDANCE WITH THE NUMBER OF ORDINARY SHARES HELD BY SUCH SHAREHOLDERS. DIVIDENDS - THE B SHARES AND DEFERRED SHARES ARE NOT ENTITLES TO RECEIVE A DIVIDEND. VOTING - ON A SHOW OF HANDS, HOLDERS OF ORDINARY AND SEED SHARES ARE ENTITLED TO VOTE WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR BY PROXY OR (BEING A CORPORATE BODY) IS PRESENT BY A REPRESENTATIVE OR PROXY SHALL HAVE ONE VOTE AND, ON A POLL, EACH SUCH SHAREHOLDER SHALL HAVE ONE VOTE FOR EACH SHARE OF WHICH HE IS THE HOLDER. HOLDERS OF DEFERRED SHARES ARE NOT ENTITLED TO RECEIVE NOTICE OF, TO ATTEND, TO SPEAK OR TO VOTE AT ANY GENERAL MEETING OF THE COMPANY NOR TO RECEIVE OR VOTE ON, OR OTHERWISE CONSTITUTE AN ELIGIBLE MEMBER FOR THE PURPOSES OF, PROPOSED WRITTEN RESOLUTIONS. REDEEMABLE -THE SHARES ARE NOT REDEEMABLE. ANY DEFERRED SHARES ISSUED AS REDEEMABLE SHARES MAY BE REDEEMED BY THE COMPANY AT ANY TIME AT ITS OPTION FOR ONE PENNY FOR ALL THE DEFERRED SHARES REGISTERED IN THE SAME OF ANY HOLDER WITHOUT OBTAINING THE SANCTION OF THE HOLDER OR HOLDERS.

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

Class of share

ORDINARY SHARES

Prescribed particulars

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 "SURPLUS ASSETS") SHALL BE APPLIED (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO) AS FOLLOWS: 4.1.1. FIRST IN PAYING TO EACH OF THE HOLDERS OF THE SEED SHARES (OTHER THAN DEFERRED SHARES) AN AMOUNT PER SHARE HELD EQUAL TO THE AMOUNT SUBSCIBRED OR DEEMED TO HAVE BEEN SUBSCRIBED (INCLUDING PREMIUM) FOR SUCH SHARE OR, IF THE SURPLUS ASSETS ARE INSUFFICIENT TO MEET SUCH LIABILITY, THEN PRO RATA IN ACCORDANDE WITH THE AMOUNT SUBSCRIBED OR DEEMED TO HAVE BEEN SUBSCRIBED (INCLUDING PREMIUM); 4.1.2.
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Presenter information	Important 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.	Please note that all information on this form will appear on the public record.
Visible to searchers of the public record.	Where to send
Contact name S.GUY	You may return this form to any Companies House
Company name Ashfords LLP	address, however for expediency we advise you to return it to the appropriate address below:
Address Tower Wharf Cheese Lane	For companies registered in England and Wales: The Registrar of Companies, Companies House, Crown Way, Cardiff, Wales, CF14 3UZ. DX 33050 Cardiff.
Cheese Dane	DA 33030 Galdin.
Postbeen Bristol	For companies registered in Scotland: The Registrar of Companies, Companies House, Fourth floor, Edinburgh Quay 2,
County/Ragion AVOD	139 Fountainbridge, Edinburgh, Scotland, EH3 9FF. DX ED235 Edinburgh 1
Postcode B S 2 0 J J	or LP - 4 Edinburgh 2 (Legal Post).
County UK	For companies registered in Northern Ireland:
Dx 151760 Bristol 30	The Registrar of Companies, Companies House, Second Floor, The Linenhall, 32-38 Linenhall Street,
Telephone 0117 3218000	Belfast, Northern Ireland, 8T2 8BG. DX 481 N.R. Belfast 1.
✓ Checklist	7 Further information
	i ditties illionitation
We may return the forms completed incorrectly	
We may return the forms completed incorrectly or with information missing.	For further information please see the guidance notes on the website at www.gov.uk/companieshouse
	For further information please see the guidance notes on the website at www.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk
or with information missing. Please make sure you have remembered the following: The company name and number match the	on the website at www.gov.uk/companieshouse
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.	on the website at www.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk
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.	on the website at www.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk This form is available in an
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	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
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