

# SH01

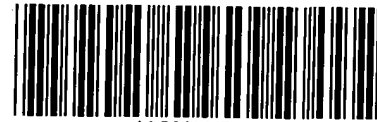
## Return of allotment of shares

You can use the WebFiling service to file this form online.  
Please go to [www.companieshouse.gov.uk](http://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 for**  
You cannot use this form to give  
notice of shares allotted following  
formation of the company or for an allotment of  
shares by an unlisted company.

FRIDAY



A20 \*A530LYPD\* 18/03/2016 #47  
COMPANIES HOUSE

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### 1 Company details

Company number 9 4 5 8 9 1 7

Company name in full GBUK Group 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 1 d 5 m 0 m 3 y 2 y 0 y 1 y 6  
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
C Ordinary Shares		32000	£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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## 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.

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## 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 ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Preference	1.00	0.00	11950000	£ 119,500.00
A Ordinary	1.00	0.00	250000	£ 2,500.00
B Ordinary	1.00	0.00	50000	£ 500.00
C Ordinary	0.01	0.00	32000	£ 320.00
Totals			12282000	£ 122,820.00

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## 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 ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

Currency				
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
Totals				

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## Statement of capital (Totals)

	Please give the total number of shares and total aggregate nominal value of issued share capital.	<b>④ Total aggregate nominal value</b> Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.
Total number of shares	12,282,000	
Total aggregate nominal value ④	£122,820.00	

① Including both the nominal value and any share premium.

③ E.g. Number of shares issued multiplied by nominal value of each share.

② Total number of issued shares in this class.

## Continuation Pages

Please use a Statement of Capital continuation page if necessary.

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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 statement of capital share tables in **Section 4** and **Section 5**.

Class of share

Preference

Prescribed particulars

- 1
- (a) Voting: The Preference Shares have no voting rights.  
 (b) Income: The holders of Preference Shares shall be entitled to receive, in priority to the holders of any other class of shares, a fixed cumulative preferential dividend at the annual rate of 12.5 per cent of the Preference Share Value (subscription price plus accrued but unpaid preference dividends) which are payable on Exit or at any time with the consent of the Board and the Investor Majority.  
 (c) Capital: See continuation sheet re A Ordinary Shares.  
 (d) Redemption: The Preference Shares are not redeemable.

Class of share

A Ordinary

Prescribed particulars

- 1
- (a) Voting: The holders of A Ordinary Shares are entitled to one vote on a show of hands and one vote per A Ordinary Share held on a poll save in certain default situations when if the holders of A Ordinary Shares vote in favour then the resolution is deemed passed and if they vote against the the resolution shall be deemed not to have been passed.  
 (b) Income: If any dividends are paid the A Ordinary Shares participate pari passu with with the holders of B Ordinary Shares and C Ordinary Shares as if they were one class of share according to the number of shares held.  
 (c) Capital: See continuation sheet for A Ordinary Shares  
 (d) Redemption: The A Ordinary Shares are not redeemable.

Class of share

B Ordinary

Prescribed particulars

- 1
- (a) Voting: The holders of B Ordinary Shares are entitled to one vote on a show of hands and one vote per B Ordinary Share held on a poll save in certain default situations when if the holders of A Ordinary Shares vote in favour then the resolution is deemed passed and if they vote against the the resolution shall be deemed not to have been passed.  
 (b) Income: If any dividends are paid the B Ordinary Shares participate pari passu with with the holders of A Ordinary Shares and C Ordinary Shares as if they were one class of share according to the number of shares held.  
 (c) Capital: See continuation sheet for A Ordinary Shares  
 (d) Redemption: The B Ordinary Shares are not redeemable.

**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.

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**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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**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 Jayne Aarons

Company name Squire Patton Boggs (UK) LLP

Address 2 Park Lane

HTW.003-0001

Post town Leeds

County/Region

Postcode L S 3 1 E S

Country England

DX

Telephone +44 (0113) 284 7000

**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](http://www.companieshouse.gov.uk) 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.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

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## Return of allotment of shares

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

Class of share	A Ordinary Shares contd.
Prescribed particulars	<p>(c) Capital: On a capital distribution (other than a redemption of shares or the purchase by the Company of its own shares) then the surplus assets and retained profits of the Company remaining after payment of all its liabilities or the proceeds of the Exit as appropriate (the "Proceeds") are applied in the following order and priority:</p> <p>(i) to the holders of Preference Shares the Subscription Price on all issued Preference Shares together with an amount equal to all arrears and accruals of Preference Dividend whether earned or declared or not; and</p> <p>(ii) any balance of the Proceeds after the payments referred to at (i) above (the "Balance") shall be paid to the holders of A Ordinary Shares, B Ordinary Shares and C Ordinary Shares (together "Equity Shares") as follows:</p> <p>(A) <u>if the Balance is less than £50,000,000 but equal to or more than £40,000,000</u>, pro rata to the number of such Equity Shares held;</p> <p>(B) <u>if the Balance is less than £40,000,000</u>: (i) to the holders of A Ordinary Shares and B Ordinary Shares (pari passu as if the same constituted a single class of share) an amount "X" calculated as follows and allocated pro rata to the number of A Ordinary Shares and B Ordinary Shares held: <math>X = \frac{[(A + B)/E] + 0.04}{1} \times \text{Balance}</math>, Where: "A" means the number of A Ordinary Shares in issue at the relevant time; "B" means the number of B Ordinary Shares in issue at the relevant time; "C" means the number of C Ordinary Shares in issue at the relevant time; and "E" means A plus B plus C; and (ii) to the holders of C Ordinary Shares an amount "Y" calculated as follows and allocated pro rata to the number of C Ordinary Shares held: <math>Y = \frac{[(C/E) - 0.04]}{1} \times \text{Balance}</math>; and</p> <p>(C) <u>if the Balance is equal to or exceeds £50,000,000</u> (i) to the holders of A Ordinary Shares and B Ordinary Shares (pari passu as if the same constituted a single class of share) an amount "W" calculated as follows and allocated pro rata to the number of A Ordinary Shares and B Ordinary Shares held: <math>W = \frac{[(A + B)/E] - 0.04}{1} \times \text{Balance}</math>; and (ii) to the holders of C Ordinary Shares other than those that are Leavers (save where an Investor Majority has consented to a Leaver being included in this category) an amount "Z" calculated as follows and allocated pro rata to the number of C Ordinary Shares held: <math>Z = \frac{[(AC/E) + 0.04]}{1} \times \text{Balance}</math>, Where: "AC" means the number of C Ordinary Shares in issue at the relevant time other than any C Ordinary Shares held by a Leaver save where an Investor Majority has consented to a Leaver being included in this category; and (iii) to the holders of C Ordinary Shares who are Leavers (other than those Leavers who fall within paragraph (C) (ii) above) an amount "S" calculated as follows and allocated pro rata to the number of C Ordinary Shares held by such Leavers: <math>S = \frac{(L/E)}{1} \times \text{Balance}</math>, Where: "L" means the number of C Ordinary Shares held by Leavers at the relevant time (other than those Leavers who fall within paragraph (C) (ii)).</p>

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## Return of allotment of shares

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

Class of share	C Ordinary Shares	
Prescribed particulars	<p>(a) Voting: The holders of C Ordinary Shares are entitled to one vote on a show of hands and one vote per C Ordinary Share held on a poll save in certain default situations when if the holders of A Ordinary Shares vote in favour then the resolution is deemed passed and if they vote against the the resolution shall be deemed not to have been passed.</p> <p>(b) Income: If any dividends are paid the C Ordinary Shares participate pari passu with with the holders of A Ordinary Shares and B Ordinary Shares as if they were one class of share according to the number of shares held.</p> <p>(c) Capital: See continuation sheet for A Ordinary Shares</p> <p>(d) Redemption: The C Ordinary Shares are not redeemable.</p>	