

# SH01

## Return of allotment of shares

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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 taken on formation of the  
company for an allotment of  
shares by an unlimited company



A14 17/09/2016 #139

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use

1

### Company details

Company number 9 4 5 8 9 1 7

Company name in full GBUK Group Limited

→ **Filing in this form**  
Please complete in typescript or in  
bold black capitals  
  
All fields are mandatory unless  
specified or indicated by \*

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### Allotment dates

From Date d 1 2 m 0 9 y 2 0 y 1 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

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
Sterling	Preference Shares	2469400	£0.001	£1.00	0.00
Sterling	A Ordinary Shares	30600	£0.01	£1.00	0.00
Sterling	A Preference Shares	1973409	£0.001	£1.00	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)

3

Please give details of the shares allotted, including bonus shares

## 2 Currency

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

[illegible]

4

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

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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

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 (other than A Preference 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 Preference

Prescribed particulars

1

(a) Voting The A Preference Shares have no voting rights  
 (b) Income The holders of A Preference Shares shall be entitled to receive, in priority to the holders of any other class of shares (other than Preference Shares), a fixed cumulative preferential dividend at the annual rate of 11 per cent of the A Preference Share Value (subscription price plus accrued but unpaid A 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 A Preference Shares are not redeemable

Class of share

A Ordinary

Prescribed particulars

1

(a) Voting See continuation sheet for A Ordinary Shares  
 (b) Income If any dividends are paid the A Ordinary Shares participate pari passu 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

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

Class of share	A Ordinary Shares
Prescribed particulars	<p>(a) Voting The holders of A Ordinary Shares as a class are entitled to 75% of the votes on a show of hands, a poll and a written resolution allocated in proportion to the number of such shares held, 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 resolution it shall be deemed not to have been passed</p> <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 (i) to the holders of Preference Shares and A Preference Shares the Subscription Price on all issued Preference Shares and A Preference Shares together with an amount equal to all arrears and accruals of Preference Dividend and A Preference Dividend whether earned or declared or not, and (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 (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, (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 = \{[(A + B)/E] + 0.04\} \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 = \{[(C/E) - 0.04] \times \text{Balance}, \text{ and (C) if the Balance is equal to or exceeds £50,000,000 (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 } W = \{[(A + B)/E] - 0.04\} \times \text{Balance}, \text{ 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 } Z = \{[(\Delta C/E) + 0.04\} \times \text{Balance}, \text{ Where "}\Delta C\text{" 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 } S = (L/E) \times \text{Balance}, \text{ 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))</math></p>

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

Class of share	B Ordinary Shares
Prescribed particulars	<p>(a) Voting The holders of B Ordinary Shares and C Ordinary Shares (pari passu as if a single class of share) as a class are entitled to 25% of the votes on a show of hands, a poll and a written resolution allocated amongst them in proportion to the number of such shares held, 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 it shall be deemed not to have been passed</p> <p>(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</p> <p>(c) Capital See continuation sheet for A Ordinary Shares</p> <p>(d) Redemption The B Ordinary Shares are not redeemable</p>

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

Class of share	C Ordinary Shares
Prescribed particulars	<p>(a) Voting The holders of B Ordinary Shares and C Ordinary Shares (pari passu as if a single class of share) as a class are entitled to 25% of the votes on a show of hands, a poll and a written resolution allocated amongst them in proportion to the number of such shares held, 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 it 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>