

SH01

laserform

Return of allotment of shares



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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
shareholders on formation of the company
for an allotment of a new class of
shares by an unlimited company



A08 09/02/2017 #204
COMPANIES HOUSE

1 Company details

Company number 0 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 3 m 01 y 2017
To Date d m 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	C Ordinary Shares	7583	£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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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
Currency table A				
Sterling	See Continuation Sheet	16783333	20,298 049	
Totals		16783333	20,298 049	0 00
Currency table B				
Totals				
Currency table C				
Totals				
		Total number of shares	Total aggregate nominal value ①	Total aggregate amount unpaid ①
Totals (including continuation pages)		16783333	£20,298 049	0 00

① Please list total aggregate values in different currencies separately
For example £100 + €100 + \$10 etc

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

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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	Preference ("Prefs")	
Prescribed particulars ①	(a) Voting The Prefs have no voting rights (b) Income The holders of Prefs shall be entitled to receive, in priority to the holders of any other class of shares (other than A Prefs), 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 Ords (d) Redemption The Prefs are not redeemable	
Class of share	A Preference ("A Prefs")	
Prescribed particulars ①	(a) Voting The A Prefs have no voting rights (b) Income The holders of A Prefs shall be entitled to receive, in priority to the holders of any other class of shares (other than Prefs), 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 Ords (d) Redemption The A Prefs are not redeemable	
Class of share	A Ordinary ("A Ords")	
Prescribed particulars ①	(a) Voting See continuation sheet for A Ords (b) Income If any dividends are paid the A Ords participate pari passu with the holders of B Ords and C Ords as if they were one class of share according to the number of shares held (c) Capital See continuation sheet for A Ords (d) Redemption The A Ords 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

6	Signature	
	I am signing this form on behalf of the company	
Signature	Signature 	
	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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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	A Ordinary Shares ("A Ords")	
Prescribed particulars	<p>(a) Voting The holders of A Ords 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 Ords 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 Prefs and A Prefs the Subscription Price on all issued Prefs and A Prefs 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 Ords, B Ords and C Ords (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 Ords and B Ords (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 Ords and B Ords held $X = \left[\left(\frac{A + B}{E} \right) + 0.04 \right] \times \text{Balance}$, Where "A" means the number of A Ords in issue at the relevant time, "B" means the number of B Ords in issue at the relevant time, "C" means the number of C Ords in issue at the relevant time, and "E" means A plus B plus C, and (ii) to the holders of C Ords an amount "Y" calculated as follows and allocated pro rata to the number of C Ords held $Y = \left[\left(\frac{C}{E} \right) - 0.04 \right] \times \text{Balance}$, and (C) <u>if the Balance is equal to or exceeds £50,000,000</u> (i) to the holders of A Ords and B Ords (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 Ords and B Ords held $W = \left[\left(\frac{A + B}{E} \right) - 0.04 \right] \times \text{Balance}$, and (ii) to the holders of C Ords 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 Ords held $Z = \left[\left(\frac{\Delta C}{E} \right) + 0.04 \right] \times \text{Balance}$, Where "$\Delta C$" means the number of C Ords in issue at the relevant time other than any C Ords 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 Ords 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 Ords held by such Leavers $S = \left(\frac{L}{E} \right) \times \text{Balance}$, Where "L" means the number of C Ords held by Leavers at the relevant time (other than those Leavers who fall within paragraph (C)(ii))</p>	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	B Ordinary Shares ("B Ords")	
Prescribed particulars	<p>(a) Voting The holders of B Ords and C Ords (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 Ords 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 Ords participate pari passu with with the holders of A Ords and C Ords as if they were one class of share according to the number of shares held</p> <p>(c) Capital See continuation sheet for A Ords</p> <p>(d) Redemption The B Ords are not redeemable</p>	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	C Ordinary Shares ("C Ords")	
Prescribed particulars	<p>(a) Voting The holders of B Ords and C Ords (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 Ords 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 Ords participate pari passu with with the holders of A Ords and B Ords as if they were one class of share according to the number of shares held</p> <p>(c) Capital See continuation sheet for A Ords</p> <p>(d) Redemption The C Ords 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 **Jayne Aarons**

Company name **Squire Patton Boggs (UK) LLP**

Address **6 Wellington Place**

Post town **Leeds**

County/Region

Postcode **L S 1 4 A P**

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 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 or email 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