

SH01

Return of allotment of shares

You can use the WebFiling service to file this form online
Please go to 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 NOT for**
You cannot use this form to give
notice of shares taken by
on formation of the company
for an allotment of a new
shares by an unlimited company

TUESDAY



A08 *A4KVIDHN* #90
24/11/2015
COMPANIES HOUSE

1 Company details

Company number

Company name in full

→ **Filing 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

To Date

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
Preference Shares		11950000	£0 001	£1 00	0 00
A Ordinary Shares		249900	£0 01	£1 00	0 00
B Ordinary Shares		50000	£0 01	£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)

SH01

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

4 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
				£
Totals			12250000	£ 122,500 00

5 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				

6 Statement of capital (Totals)

	Please give the total number of shares and total aggregate nominal value of issued share capital		④ Total aggregate nominal value Please list total aggregate values in different currencies separately. For example £100 + €100 + \$10 etc
Total number of shares	12,250,000		
Total aggregate nominal value ④	£122,500 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

SH01

Return of allotment of shares

7

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	<p>(a) Voting The Preference Shares have no voting rights</p> <p>(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</p> <p>(c) Capital See continuation sheet re A Ordinary Shares</p> <p>(d) Redemption The Preference Shares are not redeemable</p>
Class of share	A Ordinary
Prescribed particulars ①	<p>(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</p> <p>(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</p> <p>(c) Capital See continuation sheet for A Ordinary Shares</p> <p>(d) Redemption The A Ordinary Shares are not redeemable</p>
Class of share	B Ordinary
Prescribed particulars ①	<p>(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</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>

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

8

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

SH01

Return of allotment of shares



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 or email 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

SH01 - continuation page

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>(1) 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>(11) any balance of the Proceeds after the payments referred to at (1) 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) if the Balance is less than £50,000,000 but equal to or more than £40,000,000, pro rata to the number of such Equity Shares held,</p> <p>(B) if the Balance is less than £40,000,000 (1) 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 $X = \{[(A + B)/E] + 0.04\} \times \text{Balance}$, 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 (11) 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 $Y = \{[(C/E) - 0.04] \times \text{Balance}\}$, and</p> <p>(C) if the Balance is equal to or exceeds £50,000,000 (1) 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 $W = \{[(A + B)/E] - 0.04\} \times \text{Balance}$, and (11) 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 $Z = \{[(\Delta C/E) + 0.04] \times \text{Balance}\}$, Where "$\Delta C$" 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 (11) to the holders of C Ordinary Shares who are Leavers (other than those Leavers who fall within paragraph (C) (11) above) an amount "S" calculated as follows and allocated pro rata to the number of C Ordinary Shares held by such Leavers $S = (L/E) \times \text{Balance}$, 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) (11)</p>	