

SH01

Return of allotment of shares

Oyez

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

SATURDAY



R505EGVN
RC2 06/02/2016 #23
COMPANIES HOUSE

1 Company details

Company number 0 9 5 6 4 6 3 1

Company name in full Founders Factory Limited

► **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

From Date d 1 d 9 m 0 m 1 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
Preferred	GBP	2,000	0.0001	700.00	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)

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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)
A Ordinary	0.0001	0.00	31,400	£ 3.14
E	0.10	0.00	10	£ 1.00
Preferred	700.00	0.00	7,000	£ 0.70
				£
Totals			38410	£ 4.84

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

Total number of shares

Total aggregate
nominal value (4)

4 Total aggregate nominal value
Please list total aggregate values in
different currencies separately. For
example £100 + €100 + \$10 etc

(1) Including both the nominal value and any
share premium

(2) E.g. Number of shares issued multiplied by
nominal value of each share

(3) Total number of issued shares in this class

Continuation Pages
Please use a Statement of Capital continuation
page if necessary

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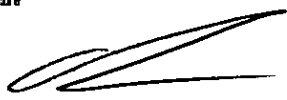
7

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 .		<p>1 Prescribed particulars of rights attached to shares</p> <p>The particulars are</p> <p>a particulars of any voting rights, including rights that arise only in certain circumstances,</p> <p>b particulars of any rights, as respects dividends, to participate in a distribution,</p> <p>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</p> <p>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.</p> <p>A separate table must be used for each class of share</p> <p>Continuation page Please use a Statement of Capital continuation page if necessary</p>
Class of share	£0.0001 A Ordinary	
Prescribed particulars ①	See continuation sheet	
Class of share	£0 10 E	
Prescribed particulars ①	See continuation sheet	
Class of share	£0 0001 Preferred	
Prescribed particulars ①	See continuation sheet	

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Signature

I am signing this form on behalf of the company		<p>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</p> <p>3 Person authorised Under either section 270 or 274 of the Companies Act 2006</p>
Signature	<p>Signature</p> <p>X  X</p>	
<p>This form may be signed by Director ② Secretary, Person authorised ③ Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager</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

Company name

Ref ABL (Company Secretarial Unit)

Address

Osborne Clarke LLP

2 Temple Back East

Temple Quay

Post town

Bristol

County/Region

Postcode

B S 1 6 E G

Country

DX

DX 7818 Bristol

Telephone

+44 117 917 3000

**Checklist**

We may return 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 NR 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



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www.oyezforms.co.uk

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	£0 0001 A Ordinary	
Prescribed particulars	<p>Voting</p> <p>The A Ordinary Shares shall confer on each A Ordinary Shareholder the right to receive notice of and to attend, speak and vote at all general meetings of the Company and to receive and vote on proposed written resolutions of the Company, and each such holder shall have one vote for each A Ordinary Share held by him.</p> <p>Income</p> <p>Any available profits which the Company may determine to distribute in respect of any financial year will be first be distributed to the holders of Preferred Shares until an amount equal to the Preference Amount has been paid in aggregate (through the payment one or more dividends) on each of the Preferred Shares in issue at the relevant time.</p> <p>After such payment of dividends, any further available profits which the Company may determine to distribute shall be distributed among the holders of the Equity Shares (pari passu as if the Equity Shares constituted one class of share) pro rata to their respective holdings of Equity Shares Where:</p> <p>"Equity Shares" means the A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and Preferred Shares;</p> <p>"Preference Amount" means an amount per Preferred Share equal to 1 2 times £840.</p> <p>Capital</p> <p>On a return of assets on liquidation, capital reduction or otherwise (except upon the redemption of shares of any class or the purchase by the Company of its own shares), the assets of the Company available for distribution amongst Shareholders after payment of its liabilities or, on a share sale, the proceeds of sale (in each case, the "Available Amount") shall be applied in the following manner and order of priority:</p> <p>1 first in paying to each of the Preferred Shareholders, in priority to any other classes of shares, an amount per Preferred Share held equal to the Preference Amount minus the aggregate of all dividends previously paid on such Preferred Share (but not paid to the holders of any other class of shares) (the "Preferred Share Distribution Amount") (provided that if there are insufficient surplus assets to pay the Preferred Share Distribution Amount per Preferred Share, the remaining surplus assets shall be distributed to the Preferred Shareholders pro rata to the amounts paid up on the Preferred Shares),</p> <p>(see continuation page)</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	£0.0001 A Ordinary (continued)	
Prescribed particulars	<p>2. second, after making the payment under (1), in paying to each of the E Shareholders, if any, in priority to any other classes of Shares (other than the Preferred Shares), an amount equal to the nominal value of each of the E Shares held by them respectively (provided that if there are insufficient surplus assets to pay the such amounts to the E Shareholders, the remaining surplus assets shall be distributed to the E Shareholders pro rata to the amounts paid up on the E Shares);</p> <p>3 third, after making the payments under (1) and (2), in paying to the holders of the Deferred Shares, if any, in priority to any other classes of Shares (other than the Preferred Shares and the E Shares), a total of £1.00 for the entire class of Deferred Shares (which payment shall be deemed satisfied by payment to any one holder of Deferred Shares),</p> <p>4 fourth, after making the payments under (1) - (3)</p> <p>a in paying to the C Ordinary Shareholders an amount equal to "D" (pro rata to the amounts paid up on the C Ordinary Shares); and</p> <p>b. if:</p> <p>1 the Available Amount is equal to or greater than the Hurdle, in paying to the A Ordinary Shareholders and B Ordinary Shareholders (as if the A Ordinary Shares and B Ordinary Shares were one and the same class of shares) an amount equal to "E" (pro rata to the amounts paid up on the A Ordinary Shares and B Ordinary Shares); or</p> <p>11 the Available Amount is less than the Hurdle, in paying to the A Ordinary Shareholders an amount equal to "E" (pro rata to the amounts paid up on the A Ordinary Shares),</p> <p>where</p> <p>"D" means $(G \times F) \text{ minus } PD$, provided that D shall not be less than 0;</p> <p>"E" means $H \text{ minus } D$, provided that E shall not be less than 0,</p> <p>"F" means the aggregate of the Available Amount plus all Priority Dividends paid prior to the return of assets or Share Sale, minus the aggregate of the payments made under (2) and (3),</p> <p>"G" means $(J / (J+K)) \times 0.6$,</p> <p>"H" means the Available Amount minus the aggregate of the payments made under (1) to (3),</p> <p>"J" means the aggregate number of C Ordinary Shares in issue at the relevant time,</p> <p>"K" means the aggregate number of Preferred Shares in issue at the relevant time, and</p> <p>(see continuation page)</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	£0 0001 A Ordinary (continued)	
Prescribed particulars	<p>"PD" means the aggregate of all Priority Dividends paid on all of the Preferred Shares that were converted into C Ordinary Shares prior to such conversion.</p> <p>Where:</p> <p>"Hurdle" means the relevant amount as determined by the FF Directors (acting jointly) on allotment of the B Ordinary Shares which the Available Amount must exceed before any of the B Ordinary Shares are entitled to any distribution of such Available Amount,</p> <p>"FF Directors" means such directors of the Company nominated by the Brent Hoberman and Henry Lane Fox.</p> <p>"Preference Amount" means an amount per Preferred Share equal to 1 2 times £840,</p> <p>"Priority Dividends" means any dividends which are paid to the holders of the Preferred Shares but which are not paid to the holders of the Ordinary Shares,</p> <p>"Share Sale" means the sale of (or the grant of a right to acquire or to dispose of) any of the shares in the capital of the Company (in one transaction or as a series of transactions) which will result in the purchaser of those shares (or grantee of that right) and persons acting in concert with him together acquiring a controlling interest in the Company, except where following completion of the sale the shareholders and the proportion of shares held by each of them are the same as the shareholders and their shareholdings in the Company immediately prior to the sale.</p> <p>Redemption</p> <p>The A Ordinary Shares are non-redeemable</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	Preferred	
Prescribed particulars	<p>Voting The Preferred Shares shall confer on each holder of the same the right to receive notice of and to attend, speak and vote at all general meetings of the Company and to receive and vote on proposed written resolutions of the Company, and each such holder shall have one vote for each Preferred Share held by him.</p> <p>Income Any available profits which the Company may determine to distribute in respect of any financial year will be first be distributed to the holders of Preferred Shares until an amount equal to the Preference Amount has been paid in aggregate (through the payment one or more dividends) on each of the Preferred Shares in issue at the relevant time After such payment of dividends, any further available profits which the Company may determine to distribute shall be distributed among the holders of the Equity Shares (pari passu as if the Equity Shares constituted one class of share) pro rata to their respective holdings of Equity Shares.</p> <p>Where "Equity Shares" means the A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and Preferred Shares" "Preference Amount" means an amount per Preferred Share equal to 1 2 times £840, Capital On a return of assets on liquidation, capital reduction or otherwise (except upon the redemption of shares of any class or the purchase by the Company of its own shares), the assets of the Company available for distribution amongst Shareholders after payment of its liabilities or, on a share sale, the proceeds of sale (in each case, the "Available Amount") shall be applied in the following manner and order of priority: 5. first in paying to each of the Preferred Shareholders, in priority to any other classes of shares, an amount per Preferred Share held equal to the Preference Amount minus the aggregate of all dividends previously paid on such Preferred Share (but not paid to the holders of any other class of shares) (the "Preferred Share Distribution Amount") (provided that if there are insufficient surplus assets to pay the Preferred Share Distribution Amount per Preferred Share, the remaining surplus assets shall be distributed to the Preferred Shareholders pro rata to the amounts paid up on the Preferred Shares), (see continuation page)</p>	

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

Class of share	Preferred (continuation)
Prescribed particulars	<p>6. second, after making the payment under (1), in paying to each of the E Shareholders, if any, in priority to any other classes of Shares (other than the Preferred Shares), an amount equal to the nominal value of each of the E Shares held by them respectively (provided that if there are insufficient surplus assets to pay the such amounts to the E Shareholders, the remaining surplus assets shall be distributed to the E Shareholders pro rata to the amounts paid up on the E Shares);</p> <p>7 third, after making the payments under (1) and (2), in paying to the holders of the Deferred Shares, if any, in priority to any other classes of Shares (other than the Preferred Shares and the E Shares), a total of £1.00 for the entire class of Deferred Shares (which payment shall be deemed satisfied by payment to any one holder of Deferred Shares);</p> <p>8 fourth, after making the payments under (1) - (3):</p> <p>a. in paying to the C Ordinary Shareholders an amount equal to "D" (pro rata to the amounts paid up on the C Ordinary Shares), and</p> <p>b if.</p> <p>1. the Available Amount is equal to or greater than the Hurdle, in paying to the A Ordinary Shareholders and B Ordinary Shareholders (as if the A Ordinary Shares and B Ordinary Shares were one and the same class of shares) an amount equal to "E" (pro rata to the amounts paid up on the A Ordinary Shares and B Ordinary Shares), or</p> <p>11. the Available Amount is less than the Hurdle, in paying to the A Ordinary Shareholders an amount equal to "E" (pro rata to the amounts paid up on the A Ordinary Shares), where</p> <p>"D" means: $(G \times F) \text{ minus } PD$, provided that D shall not be less than 0,</p> <p>"E" means $H \text{ minus } D$, provided that E shall not be less than 0,</p> <p>"F" means the aggregate of the Available Amount plus all Priority Dividends paid prior to the return of assets or Share Sale, minus the aggregate of the payments made under (2) and (3);</p> <p>"G" means $(J / (J+K)) \times 0.6$;</p> <p>"H" means the Available Amount minus the aggregate of the payments made under (1) to (3);</p> <p>"J" means the aggregate number of C Ordinary Shares in issue at the relevant time;</p> <p>"K" means the aggregate number of Preferred Shares in issue at the relevant time; and</p> <p>(see continuation page)</p>

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	Preferred (continuation)	
Prescribed particulars	<p>"PD" means the aggregate of all Priority Dividends paid on all of the Preferred Shares that were converted into C Ordinary Shares prior to such conversion.</p> <p>Where:</p> <p>"Hurdle" means the relevant amount as determined by the FF Directors (acting jointly) on allotment of the B Ordinary Shares which the Available Amount must exceed before any of the B Ordinary Shares are entitled to any distribution of such Available Amount;</p> <p>"FF Directors" means such directors of the Company nominated by the Brent Hoberman and Henry Lane Fox</p> <p>"Preference Amount" means an amount per Preferred Share equal to 1.2 times £840,</p> <p>"Priority Dividends" means any dividends which are paid to the holders of the Preferred Shares but which are not paid to the holders of the Ordinary Shares,</p> <p>"Share Sale" means the sale of (or the grant of a right to acquire or to dispose of) any of the shares in the capital of the Company (in one transaction or as a series of transactions) which will result in the purchaser of those shares (or grantee of that right) and persons acting in concert with him together acquiring a controlling interest in the Company, except where following completion of the sale the shareholders and the proportion of shares held by each of them are the same as the shareholders and their shareholdings in the Company immediately prior to the sale.</p> <p>Redemption</p> <p>The Preferred Shares are non-redeemable</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	E Shares	
Prescribed particulars	<p>Voting</p> <p>The E Shares shall confer the right on each E Shareholder the right to receive notice of and to attend, speak and vote at all general meetings of the Company and to receive and vote on proposed written resolutions of the Company</p> <p>An E Shareholder shall never have less than 5% of the voting rights at any such general meeting or for the purposes of any written resolution of the Shareholders provided that if the E Shareholder has, at any such general meeting or for the purposes of any written resolution of the Shareholders:</p> <p>(a) 5% or more of the voting rights by virtue of holding any other classes of Shares, the E Shares shall not confer any additional voting rights, or</p> <p>(b) voting rights but less than 5% of the voting rights by virtue of holding any other classes of Shares, the E Shares shall confer such additional voting rights on the Shareholder so that, in aggregate, such Shareholder has 5% of the voting rights</p> <p>Income</p> <p>The E Shares shall not entitle the holders to receive any dividend or other distribution.</p> <p>Capital</p> <p>On a return of assets on liquidation, capital reduction or otherwise (except upon the redemption of shares of any class or the purchase by the Company of its own shares), the assets of the Company available for distribution amongst Shareholders after payment of its liabilities or, on a share sale, the proceeds of sale (in each case, the "Available Amount") shall be applied in the following manner and order of priority:</p> <p>9. first in paying to each of the Preferred Shareholders, in priority to any other classes of shares, an amount per Preferred Share held equal to the Preference Amount minus the aggregate of all dividends previously paid on such Preferred Share (but not paid to the holders of any other class of shares) (the "Preferred Share Distribution Amount") (provided that if there are insufficient surplus assets to pay the Preferred Share Distribution Amount per Preferred Share, the remaining surplus assets shall be distributed to the Preferred Shareholders pro rata to the amounts paid up on the Preferred Shares);</p> <p>(see continuation page)</p>	

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

Class of share	E Shares (continued)
Prescribed particulars	<p>10 second, after making the payment under (1), in paying to each of the E Shareholders, if any, in priority to any other classes of Shares (other than the Preferred Shares), an amount equal to the nominal value of each of the E Shares held by them respectively (provided that if there are insufficient surplus assets to pay the such amounts to the E Shareholders, the remaining surplus assets shall be distributed to the E Shareholders pro rata to the amounts paid up on the E Shares);</p> <p>11. third, after making the payments under (1) and (2), in paying to the holders of the Deferred Shares, if any, in priority to any other classes of Shares (other than the Preferred Shares and the E Shares), a total of £1.00 for the entire class of Deferred Shares (which payment shall be deemed satisfied by payment to any one holder of Deferred Shares),</p> <p>12 fourth, after making the payments under (1) - (3)</p> <p>a in paying to the C Ordinary Shareholders an amount equal to "D" (pro rata to the amounts paid up on the C Ordinary Shares); and</p> <p>b if</p> <p>1 the Available Amount is equal to or greater than the Hurdle, in paying to the A Ordinary Shareholders and B Ordinary Shareholders (as if the A Ordinary Shares and B Ordinary Shares were one and the same class of shares) an amount equal to "E" (pro rata to the amounts paid up on the A Ordinary Shares and B Ordinary Shares), or</p> <p>11. the Available Amount is less than the Hurdle, in paying to the A Ordinary Shareholders an amount equal to "E" (pro rata to the amounts paid up on the A Ordinary Shares), where:</p> <p>"D" means: $(G \times F) \text{ minus } PD$, provided that D shall not be less than 0,</p> <p>"E" means: $H \text{ minus } D$, provided that E shall not be less than 0,</p> <p>"F" means the aggregate of the Available Amount plus all Priority Dividends paid prior to the return of assets or Share Sale, minus the aggregate of the payments made under (2) and (3),</p> <p>"G" means $(J / (J+K)) \times 0.6$,</p> <p>"H" means the Available Amount minus the aggregate of the payments made under (1) to (3),</p> <p>"J" means the aggregate number of C Ordinary Shares in issue at the relevant time;</p> <p>"K" means the aggregate number of Preferred Shares in issue at the relevant time; and</p> <p>(see continuation page)</p>

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	E Shares (continued)	
Prescribed particulars	<p>"PD" means the aggregate of all Priority Dividends paid on all of the Preferred Shares that were converted into C Ordinary Shares prior to such conversion</p> <p>Where</p> <p>"Hurdle" means the relevant amount as determined by the FF Directors (acting jointly) on allotment of the B Ordinary Shares which the Available Amount must exceed before any of the B Ordinary Shares are entitled to any distribution of such Available Amount,</p> <p>"FF Directors" means such directors of the Company nominated by the Brent Hoberman and Henry Lane Fox.</p> <p>"Preference Amount" means an amount per Preferred Share equal to 1 2 times £840;</p> <p>"Priority Dividends" means any dividends which are paid to the holders of the Preferred Shares but which are not paid to the holders of the Ordinary Shares,</p> <p>"Share Sale" means the sale of (or the grant of a right to acquire or to dispose of) any of the shares in the capital of the Company (in one transaction or as a series of transactions) which will result in the purchaser of those shares (or grantee of that right) and persons acting in concert with him together acquiring a controlling interest in the Company, except where following completion of the sale the shareholders and the proportion of shares held by each of them are the same as the shareholders and their shareholdings in the Company immediately prior to the sale.</p> <p>Redemption</p> <p>The E Shares are non-redeemable</p>	