

# SH01

## Return of allotment of shares



**Go online to file this information**  
[www.gov.uk/companieshouse](http://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 sub-  
scription on formation of the company  
for an allotment of a new class of  
shares by an unlimited company.

MONDAY



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A23

04/12/2017

#68

COMPANIES HOUSE

### 1 Company details

Company number

Company name in full

→ **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

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.

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
£GBP	A Ordinary Shares	38888	0.00001	9.00	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

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
<b>Currency table A</b>				
£GBP	Ordinary Shares	100000	1.00	
£GBP	A Ordinary Shares	55554	0.55554	
<b>Totals</b>		155554	1.55554	0
<b>Currency table B</b>				
<b>Totals</b>				
<b>Currency table C</b>				
<b>Totals</b>				
<b>Totals (including continuation pages)</b>		155554	1.55554	0

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

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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

Ordinary Shares

Prescribed particulars

1

SEE CONTINUATION SHEET.

Class of share

A Ordinary Shares

Prescribed particulars

1

SEE CONTINUATION SHEET.

Class of share

Prescribed particulars

1

**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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**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 Adam Turner

Company name Mills &amp; Reeve LLP

Address Monument Place

24 Monument Street

Post town London

County/Region

Postcode E C 3 R 8 A J

Country United Kingdom

DX 152340 Lime Street 4

Telephone 0207 648 9220

**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.

**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.

**Further information**

For further information please see the guidance notes on the website at [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse) 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.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

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## Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	Ordinary Shares	
Prescribed particulars	<p><b><u>Voting</u></b> 1.1 Each Ordinary Share and A Share carries one vote.</p> <p><b><u>Dividends</u></b> 2.1 Any Available Profits which the Company may determine to distribute in respect of any Financial Year ("<b>Dividend Amount</b>") shall be distributed as follows:</p> <p>(a) an amount equal to £1 shall be distributed to the holders of the Deferred Shares for all the Deferred Shares in issue which may be paid to any one holder of Deferred Shares; and</p> <p>(b) the balance shall be distributed among the Equity Shareholders (equally as if the Equity Shares constituted one class of share) pro rata to their respective holdings of Equity Shares.</p> <p><b><u>Return of Capital</u></b> 3.1 On a distribution of assets on a liquidation the surplus assets of the Company remaining after payment of its liabilities ("<b>Liquidation Surplus</b>") shall be applied (to the extent that the Company is lawfully permitted to do so):</p> <p>(a) in paying an amount equal to £1 for all the Deferred Shares which may be paid to any one holder of Deferred Shares; and</p> <p>(b) thereafter the balance shall be paid to the Equity Shareholders (equally as if the Equity Shares constituted one class of share) pro rata to their respective holdings of Equity Shares.</p> <p><b><u>Asset Sale</u></b> 4.1 In the event of an Asset Sale, the Company shall thereupon be wound up and the assets available distributed in accordance with paragraph 3.1.</p> <p><b><u>Sale</u></b> 5.1 In the event of a Sale at any time prior to the occurrence of an IPO the total of all and any consideration received (whether in cash or otherwise) in respect of the Shares that are the subject of the Sale shall be paid to the sellers of the Equity Shares the subject of the Sale in proportion to the number of such Equity Shares sold by each of them.</p> <p><b><u>Non-Redeemable</u></b> 6.1 The Ordinary Shares and A Share are non-redeemable</p>	

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

Class of share	Ordinary Shares	
Prescribed particulars	<p><b>Definitions</b></p> <p><b>"A Shares"</b> A ordinary shares of £0.00001 each in the capital of the Company</p> <p><b>"Asset Sale"</b> The completion of a sale of all or substantially all (as a going concern) of the business and assets of the Company and/or its subsidiaries</p> <p><b>"Available Profits"</b> Profits available for distribution within the meaning of part 23 of the Companies Act 2006</p> <p><b>"Deferred Shares"</b> Deferred shares of £0.00001 each in the capital of the Company</p> <p><b>"Equity Shares"</b> Ordinary Shares and A Shares</p> <p><b>"Equity Shareholder"</b> A holder of Equity Shares</p> <p><b>"Financial Year"</b> Has the meaning set out in section 390 of the Companies Act 2006</p> <p><b>"IPO"</b> The listing of the entire share capital or Ordinary Share capital of the Company to trading on a public market or stock exchange</p> <p><b>"Ordinary Shares"</b> Ordinary shares of £0.00001 each in the capital of the Company</p> <p><b>"Sale"</b> The transfer (whether through a single transaction or a series of transactions) of Shares as a result of which any person (or persons connected with each other, or persons acting in concert with each other (within the meaning given in the City Code on Takeovers and Mergers as in force at the date of the transfer)) would hold or acquire beneficial ownership of or over that number of shares in the Company which in aggregate confers more than 50 per cent of the voting rights normally exercisable at general meetings of the Company, except where immediately following completion of the transfer or sale the shareholders and the proportion of shares held by each of them in the acquirer are the same as the shareholders and their shareholding proportions in the Company immediately prior to the transfer or sale</p> <p><b>"Shares"</b> Ordinary Shares, A Shares and Deferred Shares</p>	

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

Class of share	A Ordinary Shares	
Prescribed particulars	<p><b>Voting</b></p> <p>1.1 Each Ordinary Share and A Share carries one vote.</p> <p><b>Dividends</b></p> <p>2.1 Any Available Profits which the Company may determine to distribute in respect of any Financial Year ("<b>Dividend Amount</b>") shall be distributed as follows:</p> <p>(a) an amount equal to £1 shall be distributed to the holders of the Deferred Shares for all the Deferred Shares in issue which may be paid to any one holder of Deferred Shares; and</p> <p>(b) the balance shall be distributed among the Equity Shareholders (equally as if the Equity Shares constituted one class of share) pro rata to their respective holdings of Equity Shares.</p> <p><b>Return of Capital</b></p> <p>3.1 On a distribution of assets on a liquidation the surplus assets of the Company remaining after payment of its liabilities ("<b>Liquidation Surplus</b>") shall be applied (to the extent that the Company is lawfully permitted to do so):</p> <p>(a) in paying an amount equal to £1 for all the Deferred Shares which may be paid to any one holder of Deferred Shares; and</p> <p>(b) thereafter the balance shall be paid to the Equity Shareholders (equally as if the Equity Shares constituted one class of share) pro rata to their respective holdings of Equity Shares.</p> <p><b>Asset Sale</b></p> <p>4.1 In the event of an Asset Sale, the Company shall thereupon be wound up and the assets available distributed in accordance with paragraph 3.1.</p> <p><b>Sale</b></p> <p>5.1 In the event of a Sale at any time prior to the occurrence of an IPO the total of all and any consideration received (whether in cash or otherwise) in respect of the Shares that are the subject of the Sale shall be paid to the sellers of the Equity Shares the subject of the Sale in proportion to the number of such Equity Shares sold by each of them.</p> <p><b>Non-Redeemable</b></p> <p>6.1 The Ordinary Shares and A Share are non-redeemable</p>	

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Class of share	A Ordinary Shares
Prescribed particulars	<p><b>"A Shares"</b> A ordinary shares of £0.00001 each in the capital of the Company</p> <p><b>"Asset Sale"</b> The completion of a sale of all or substantially all (as a going concern) of the business and assets of the Company and/or its subsidiaries</p> <p><b>"Available Profits"</b> Profits available for distribution within the meaning of part 23 of the Companies Act 2006</p> <p><b>"Deferred Shares"</b> Deferred shares of £0.00001 each in the capital of the Company</p> <p><b>"Equity Shares"</b> Ordinary Shares and A Shares</p> <p><b>"Equity Shareholder"</b> A holder of Equity Shares</p> <p><b>"Financial Year"</b> Has the meaning set out in section 390 of the Companies Act 2006</p> <p><b>"IPO"</b> The listing of the entire share capital or Ordinary Share capital of the Company to trading on a public market or stock exchange</p> <p><b>"Ordinary Shares"</b> Ordinary shares of £0.00001 each in the capital of the Company</p> <p><b>"Sale"</b> The transfer (whether through a single transaction or a series of transactions) of Shares as a result of which any person (or persons connected with each other, or persons acting in concert with each other (within the meaning given in the City Code on Takeovers and Mergers as in force at the date of the transfer)) would hold or acquire beneficial ownership of or over that number of shares in the Company which in aggregate confers more than 50 per cent of the voting rights normally exercisable at general meetings of the Company, except where immediately following completion of the transfer or sale the shareholders and the proportion of shares held by each of them in the acquirer are the same as the shareholders and their shareholding proportions in the Company immediately prior to the transfer or sale</p> <p><b>"Shares"</b> Ordinary Shares, A Shares and Deferred Shares</p>