

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 NOT**
You cannot use this form to
give notice of shares taken by
or on formation of the company
for an allotment of a new
share by an unlimited company.



A27 *A75Z4834* #127
15/05/2018
COMPANIES HOUSE

TUESDAY

1 Company details

Company number 1 0 0 6 4 2 2 9

Company name in full OPTIMITY HOLDINGS 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 1 d 0 m 05 y 2 y 0 y 1 y 8

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	D Ordinary Shares	55,819	£0.001	£0.001	N/A

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 page			
Totals				
Currency table B				
Totals				
Currency table C				
Totals				
Totals (including continuation pages)		Total number of shares	Total aggregate nominal value ①	Total aggregate amount unpaid ①

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

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Statement of capital

Complete the table below to show the issued share capital.

Complete a separate table for each currency.

Currency <small>Complete a separate table for each currency</small>	Class of shares <small>E.g. Ordinary/Preference etc.</small>	Number of shares	Aggregate nominal value (£, €, \$, etc) <small>Number of shares issued multiplied by nominal value</small>	Total aggregate amount unpaid, if any (£, €, \$, etc) <small>Including both the nominal value and any share premium</small>
Sterling	A Preferred Ordinary	3,630,813	36,308.13	
	B Preferred Ordinary	3,509,384	35,093.84	
	C Preferred Ordinary	116,322	1,163.22	
	D Ordinary	717,677	717.67	
	E Ordinary	100,000	100.00	
Totals		8,074,196	73,382.86	N/A

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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

See continuation page

Prescribed particulars

①

Class of share

Prescribed particulars

①

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.

6 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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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	A Preferred Ordinary	
Prescribed particulars	<p>Defined terms shall have the same meaning as given to them in the Articles of Association of Sydney Topco Limited.</p> <p>Voting - A preferred ordinary shares rank equally for voting purposes. On a show of hands, every member present shall have one vote and on a poll, every member shall have one vote for each share of which he is the holder.</p> <p>Dividend Rights - The holders of the A preferred ordinary, B preferred ordinary and C preferred ordinary shares are entitled to receive, in priority to any payment by way of dividend to the holders of any other classes of share, a cumulative preferential dividend (Preferred Dividend) at the rate of 10% per annum on the aggregate of (i) the amount Credited as Paid Up on the shares respectively held by them, and (ii) if on any Preferred Dividend Due Date, all amounts of accrued but unpaid Preferred Dividend are not declared and paid in cash, the cumulative amount of such accrued Preferred Dividend until the same is declared and paid in cash.</p> <p>Return of Capital - On any Capital Event, the total of all and any consideration received or receivable by the Shareholders shall be applied:</p> <p>(i) first, in paying to the Preferred Ordinary Shareholders pro rata to the nominal value of Preferred Ordinary Shares held by them, all unpaid arrears and accruals of Preferred Dividend;</p> <p>(ii) secondly, in paying to the Preferred Ordinary Shareholders pro rata to the nominal value of the Preferred Ordinary Shares held by them, a sum equal to the amounts Credited as Paid Up on each Preferred Ordinary Share;</p> <p>(iii) thirdly, in paying to the Preferred Ordinary Shareholders and the Ordinary Shareholders (excluding the holders of the E ordinary shares) pro rata to the nominal value of such shares, as if they constituted one class of share, the excess above the amounts paid under (i) and (ii) above, until the holders of the A preferred shares have received a Money Multiple of 3; and</p> <p>(iv) lastly in paying to the Preferred Ordinary Shareholders and Ordinary Shareholders (excluding the holders of the E ordinary shares) pro rata to the nominal value of such shares, as if they constituted one class, the excess above the amounts paid under (i) to (iii) above, provided that the amount to which the holders of the A preferred ordinary shares would otherwise be entitled to receive, shall be reduced by the Ratchet Amount and the amount to which the B preferred ordinary shares would otherwise be entitled to receive, shall be increased by the Ratchet Amount.</p> <p>Redemption - The A preferred ordinary shares are not redeemable.</p>	

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

Class of share	B Preferred Ordinary
Prescribed particulars	<p>Defined terms shall have the same meaning as given to them in the Articles of Association of Sydney Topco Limited.</p> <p>Voting - B preferred ordinary shares rank equally for voting purposes. On a show of hands, every member present shall have one vote and on a poll, every member shall have one vote for each share of which he is the holder.</p> <p>Dividend Rights - The holders of the A preferred ordinary, B preferred ordinary and C preferred ordinary shares are entitled to receive, in priority to any payment by way of dividend to the holders of any other classes of share, a cumulative preferential dividend (Preferred Dividend) at the rate of 10% per annum on the aggregate of (i) the amount Credited as Paid Up on the shares respectively held by them, and (ii) if on any Preferred Dividend Due Date, all amounts of accrued but unpaid Preferred Dividend are not declared and paid in cash, the cumulative amount of such accrued Preferred Dividend until the same is declared and paid in cash. However, the amount which the holders of the B preferred ordinary shares shall, as a class, be entitled to receive, shall be reduced by an amount equal to 1.42% of the Pre-E Income Entitlement.</p> <p>Return of Capital - Return of Capital - On any Capital Event, the total of all and any consideration received or receivable by the Shareholders shall be applied:</p> <p>(i) first, in paying to the Preferred Ordinary Shareholders pro rata to the nominal value of Preferred Ordinary Shares held by them, all unpaid arrears and accruals of Preferred Dividend;</p> <p>(ii) secondly, in paying to the Preferred Ordinary Shareholders pro rata to the nominal value of the Preferred Ordinary Shares held by them, a sum equal to the amounts Credited as Paid Up on each Preferred Ordinary Share;</p> <p>(iii) thirdly, in paying to the Preferred Ordinary Shareholders and the Ordinary Shareholders (excluding the holders of the E ordinary shares) pro rata to the nominal value of such shares, as if they constituted one class of share, the excess above the amounts paid under (i) and (ii) above, until the holders of the A preferred shares have received a Money Multiple of 3; and</p> <p>(iv) lastly, in paying to the Preferred Ordinary Shareholders and Ordinary Shareholders (excluding the holders of the E ordinary shares) pro rata to the nominal value of such shares, as if they constituted one class, the excess above the amounts paid under (i) to (iii) above, provided that the amount to which the holders of the A preferred ordinary shares would otherwise be entitled to receive, shall be reduced by the Ratchet Amount and the amount to which the B preferred ordinary shares would otherwise be entitled to receive, shall be increased by the Ratchet Amount. However, the amount which the holders of the B preferred ordinary shares shall, as a class, be entitled to receive, shall be reduced by an amount equal to 1.42% of the Pre-E Capital Entitlement.</p> <p>Redemption - The B preferred ordinary shares are not redeemable.</p>

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	C Preferred Ordinary	
Prescribed particulars	<p>Defined terms shall have the same meaning as given to them in the Articles of Association of Sydney Topco Limited.</p> <p>Voting - The C preferred ordinary shares do not carry a right to receive notice of, attend or vote at any general meeting of the company, or to receive a copy of or agree to a proposed written resolution.</p> <p>Dividend Rights - The holders of the A preferred ordinary, B preferred ordinary and C preferred ordinary shares are entitled to receive, in priority to any payment by way of dividend to the holders of any other classes of share, a cumulative preferential dividend (Preferred Dividend) at the rate of 10% per annum on the aggregate of (i) the amount Credited as Paid Up on the shares respectively held by them, and (ii) if on any Preferred Dividend Due Date, all amounts of accrued but unpaid Preferred Dividend are not declared and paid in cash, the cumulative amount of such accrued Preferred Dividend until the same is declared and paid in cash.</p> <p>Return of Capital - Return of Capital - On any Capital Event, the total of all and any consideration received or receivable by the Shareholders shall be applied:</p> <p>(i) first, in paying to the Preferred Ordinary Shareholders pro rata to the nominal value of Preferred Ordinary Shares held by them, all unpaid arrears and accruals of Preferred Dividend;</p> <p>(ii) secondly, in paying to the Preferred Ordinary Shareholders pro rata to the nominal value of the Preferred Ordinary Shares held by them, a sum equal to the amounts Credited as Paid Up on each Preferred Ordinary Share;</p> <p>(iii) thirdly, in paying to the Preferred Ordinary Shareholders and the Ordinary Shareholders (excluding the holders of the E ordinary shares) pro rata to the nominal value of such shares, as if they constituted one class of share, the excess above the amounts paid under (i) and (ii) above, until the holders of the A preferred shares have received a Money Multiple of 3; and</p> <p>(iv) lastly, in paying to the Preferred Ordinary Shareholders and Ordinary Shareholders (excluding the holders of the E ordinary shares) pro rata to the nominal value of such shares, as if they constituted one class, the excess above the amounts paid under (i) to (iii) above, provided that the amount to which the holders of the A preferred ordinary shares would otherwise be entitled to receive, shall be reduced by the Ratchet Amount and the amount to which the B preferred ordinary shares would otherwise be entitled to receive shall be increased by the Ratchet Amount.</p> <p>Redemption - The C preferred ordinary shares are not redeemable.</p>	

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

Class of share	D Ordinary
Prescribed particulars	<p>Defined terms shall have the same meaning as given to them in the Articles of Association of Sydney Topco Limited.</p> <p>Voting - The D ordinary shares do not carry a right to receive notice of, attend or vote at any general meeting of the company, or to receive a copy of or agree to a proposed written resolution.</p> <p>Dividend Rights - The board, with Investor Consent, may determine that the D ordinary shares shall be entitled to either (i) receive any distribution of profits by way of dividend as if each D ordinary share were a Preferred Ordinary Share or (ii) receive a separate distribution of profits by way of dividend provided that the Company has in respect of the present and all previous Accounting Periods, paid in full the Preferred Dividend, together with all Arrears and the Company has paid in full such dividends previously declared to the Preferred Ordinary Shareholders.</p> <p>Return of Capital - Return of Capital - On any Capital Event, the total of all and any consideration received or receivable by the Shareholders shall be applied:</p> <p>(i) first, in paying to the Preferred Ordinary Shareholders pro rata to the nominal value of Preferred Ordinary Shares held by them, all unpaid arrears and accruals of Preferred Dividend;</p> <p>(ii) secondly, in paying to the Preferred Ordinary Shareholders pro rata to the nominal value of the Preferred Ordinary Shares held by them, a sum equal to the amounts Credited as Paid Up on each Preferred Ordinary Share;</p> <p>(iii) thirdly, in paying to the Preferred Ordinary Shareholders and the Ordinary Shareholders (excluding the holders of the E ordinary shares) pro rata to the nominal value of such shares, as if they constituted one class of share, the excess above the amounts paid under (i) and (ii) above, until the holders of the A preferred shares have received a Money Multiple of 3; and</p> <p>(iv) lastly, in paying to the Preferred Ordinary Shareholders and Ordinary Shareholders (excluding the holders of the E ordinary shares) pro rata to the nominal value of such shares, as if they constituted one class, the excess above the amounts paid under (i) to (iii) above, provided that the amount to which the holders of the A preferred ordinary shares would otherwise be entitled to receive, shall be reduced by the Ratchet Amount and the amount to which the B preferred ordinary shares would otherwise be entitled to receive, shall be increased by the Ratchet Amount.</p> <p>Redemption - The D ordinary shares are not redeemable.</p>

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	E Ordinary	
Prescribed particulars	<p>Defined terms shall have the same meaning as given to them in the Articles of Association of Sydney Topco Limited.</p> <p>Voting - The E ordinary shares do not carry a right to receive notice of, attend or vote at any general meeting of the company, or to receive a copy of or agree to a proposed written resolution.</p> <p>Dividend Rights - An amount equal to the E Income Allocation shall be paid to the holders of the E ordinary shares pro rata to the nominal value of E ordinary shares respectively held by them in the event that the holders of the B preferred ordinary shares have a dividend entitlement.</p> <p>Return of Capital - On any Capital Event, an amount equal to the E Capital Allocation shall be paid to the holders of the E ordinary shares pro rata to the nominal value of the E ordinary shares respectively held by them.</p> <p>Redemption - The E ordinary shares 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

Company Secretarial

Company name

Charles Russell Speechlys LLP

Address

5 Fleet Place

Post town

LONDON

County/Region

Postcode

E C 4 M 7 R D

Country

UK

DX

19 London/Chancery Lane

Telephone



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 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