

# SH01

## Return of allotment of shares



Companies House



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



LD3 \*L7JKY48G\* #23  
27/11/2018  
COMPANIES HOUSE

### 1 Company details

Company number 1 0 5 1 5 4 4 7

Company name in full WONDERBILL 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

From Date d 2 d 2 m 1 m 0 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
US\$	Series A1 Shares	60,550	US\$0.01	US\$10	0
US\$	Series A Shares	639,460	US\$0.01	US\$10	0

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)

The subscription price payable in respect of 553,462 Series A Shares was satisfied by the  
conversion of US\$5,534,615 unsecured convertible loan notes by the subscriber.

The subscription price payable in respect of 85,998 Series A Shares was satisfied by the  
conversion of US\$859,981 unsecured convertible loan notes by the subscriber.

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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>				
US\$	Ordinary Shares	1,009,037	US\$10,090.37	
US\$	Series A Shares	1,199,460	US\$119,94.60	
US\$	Series A1 Shares	60,550	US\$605.50	
<b>Totals</b>			US\$22,690.47	0
<b>Currency table B</b>				
<b>Totals</b>				
<b>Currency table C</b>				
<b>Totals</b>				
<b>Totals (including continuation pages)</b>			<b>Total number of shares</b>	<b>Total aggregate nominal value ❶</b>
				<b>Total aggregate amount unpaid ❶</b>
				US\$22,690.47
				0

❶ 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

a) One vote per ordinary share.

b) Dividends to be distributed among the holders of the ordinary and series A preferred shares *pari passu* as if they constituted shares of the same class.

c) [Please see continuation sheet].

d) The ordinary shares are not redeemable.

Class of share

Series A Preferred Shares

Prescribed particulars  
①

a) One vote per series A preferred share.

b) Dividends to be distributed among the holders of the ordinary and series A preferred shares *pari passu* as if they constituted shares of the same class.

c) [Please see continuation sheet].

d) The series A preferred shares are not redeemable.

Class of share

Series A1 Shares

Prescribed particulars  
①

a) One vote per series A1 preferred share.

b) Dividends to be distributed among the holders of the ordinary and series A preferred shares *pari passu* as if they constituted shares of the same class.

c) [Please see continuation sheet].

d) The series A1 preferred shares 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.

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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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## 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	CLIVE WESTON
Company name	NORTON ROSE FULBRIGHT LLP
Address	3 MORE LONDON RIVERSIDE
Post town	
County/Region	
Postcode	S E 1 2 A Q
Country	UNITED KINGDOM
DX	
Telephone	+442074446500

**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](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)

Please give details of the shares allotted, including bonus shares.

## ② Currency

If currency details are not completed we will assume currency is in pound sterling.

[illegible]

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## Return of allotment of shares

If the allotted shares are fully or partly paid up otherwise than in cash, please  
state the consideration for which the shares were allotted.

Details of non-cash  
consideration.

If a PLC, please attach  
valuation report (if  
appropriate)

## Statement of capital

**Complete a separate table for each currency.**

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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>Surplus assets of the company available for distribution shall be applied:</p> <p>(a) first, in paying to each of the series A1 shareholders, in priority to any other classes of shares, an amount per share equal to the issue price multiplied by two together with any arrears in respect of the relevant series A1 shares (provided that if there are insufficient surplus assets to pay such amounts in full, the remaining surplus assets shall be distributed to the series A1 shareholders pro rata to the amounts which such series A1 shareholders would otherwise have been entitled to receive)</p> <p>(b) second, in paying to each of the series A shareholders, in priority to any other classes of shares, an amount per share equal to the issue price together with any arrears in respect of the relevant series A shares (provided that if there are insufficient surplus assets to pay such amounts in full, the remaining surplus assets shall be distributed to the series A shareholders pro rata to the amounts which such series A shareholders would otherwise have been entitled to receive; and</p> <p>(c) the balance of the surplus assets (if any) shall be distributed among the holders of ordinary shares and E ordinary shares, as if they constituted one class of share, pro rata to the number of such shares held.</p>	



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## Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	Series A Preferred Shares	
Prescribed particulars	<p>Surplus assets of the company available for distribution shall be applied:</p> <p>(a) first, in paying to each of the series A1 shareholders, in priority to any other classes of shares, an amount per share equal to the issue price multiplied by two together with any arrears in respect of the relevant series A1 shares (provided that if there are insufficient surplus assets to pay such amounts in full, the remaining surplus assets shall be distributed to the series A1 shareholders pro rata to the amounts which such series A1 shareholders would otherwise have been entitled to receive)</p> <p>(b) second, in paying to each of the series A shareholders, in priority to any other classes of shares, an amount per share equal to the issue price together with any arrears in respect of the relevant series A shares (provided that if there are insufficient surplus assets to pay such amounts in full, the remaining surplus assets shall be distributed to the series A shareholders pro rata to the amounts which such series A shareholders would otherwise have been entitled to receive; and</p> <p>(c) the balance of the surplus assets (if any) shall be distributed among the holders of ordinary shares and E ordinary shares, as if they constituted one class of share, pro rata to the number of such shares held.</p>	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	Series A1 Shares	
Prescribed particulars	<p>Surplus assets of the company available for distribution shall be applied:</p> <p>(a) first, in paying to each of the series A1 shareholders, in priority to any other classes of shares, an amount per share equal to the issue price multiplied by two together with any arrears in respect of the relevant series A1 shares (provided that if there are insufficient surplus assets to pay such amounts in full, the remaining surplus assets shall be distributed to the series A1 shareholders pro rata to the amounts which such series A1 shareholders would otherwise have been entitled to receive)</p> <p>(b) second, in paying to each of the series A shareholders, in priority to any other classes of shares, an amount per share equal to the issue price together with any arrears in respect of the relevant series A shares (provided that if there are insufficient surplus assets to pay such amounts in full, the remaining surplus assets shall be distributed to the series A shareholders pro rata to the amounts which such series A shareholders would otherwise have been entitled to receive; and</p> <p>(c) the balance of the surplus assets (if any) shall be distributed among the holders of ordinary shares and E ordinary shares, as if they constituted one class of share, pro rata to the number of such shares held.</p>	