

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
you on formation of the company
for an allotment of a new
share by an unlimited company.

FRIDAY



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07/07/2017

#252

COMPANIES HOUSE

1 Company details

Company number 1 0 8 1 3 9 5 3

Company name in full MONODRAUGHT TOPCO 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 3 d 0 m 0 m 2 y 0 y 1 y 7

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
£	ORDINARY	55001	£1.00	£1.00	0
£	A ORDINARY	39998	£1.00	£1.00	0
£	B ORDINARY	5000	£1.00	£1.00	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)

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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				
£	ORDINARY	55002	55002	
£	A ORDINARY	39998	39998	
£	B ORDINARY	5000	5000	
Totals		100000	100000	0

Currency table B				
Totals		0	0	

Currency table C				
Totals		0	0	

**Totals (including continuation
pages)**

Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
339998	339998	0

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

Shares allotted

② Currency

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

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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 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	
£	PREFERENCE	239998	239998		
Totals		239998	239998		0

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	ORDINARY	
Prescribed particulars	<p>The holders of A Ordinary Shares as a class shall be entitled to receive, in priority to the holders of the Ordinary Shares and B Ordinary Shares, the Long Term Dividend (as defined in the articles of association). Subject to Investor Consent (as defined in the articles of association), the balance of any profits of the Company resolved to be distributed in any financial year or period shall be distributed amongst the holders of the Ordinary Shares, A Ordinary Shares and B Ordinary Shares pro rata according to the number of Ordinary shares, A Ordinary Shares and B Ordinary Shares held.</p> <p>On an Exit (as defined in the articles of association), the Exit Proceeds (as defined in the articles of association) will be distributed in the following order and priority if such Exit Proceeds are equal to or less than the A Ordinary Threshold (as defined in the articles of association): amounts credited as paid up on all Preference Shares, amounts credited as paid up on all A Ordinary Shares with the balance on the Exit Proceeds being paid to the holders of the Ordinary Shares and B Ordinary Shares as if they were one class. If the Exit Proceeds are more than the A Ordinary Threshold (as defined in the articles of association) the Exit Proceeds (as defined in the articles of association) will be distributed in the following order and priority: amounts credited as paid up on all Preference Shares with the balance on the Exit Proceeds being paid to the holders of the Ordinary Shares, A Ordinary Shares and B Ordinary Shares as if they were one class.</p> <p>The holders of the Ordinary Shares have the right to receive notice of and attend and vote and speak at any general meeting of the Company and shall be entitled to vote on any written resolution of the Company. Save, in each case, as provided otherwise in the CA2006, each such holder present in person or by proxy or by representative shall be entitled on a show of hands to one vote and on a poll or written resolution to one vote for each Ordinary Share held by him. If any Enhanced Voting Event occurs (as defined in the articles of association) then BGF may serve written notice on the Company of the Enhanced Voting Event requiring that BGF's voting rights shall be increased from the date such notice is served, and until such notice has been withdrawn by BGF the voting rights attaching to the A Ordinary Shares shall be increased to: (i) in the case of an Enhanced Voting Event other than those referred to in paragraphs (a), (d) or (e) of the definition of Enhanced Voting Event 51%; and (ii) in the case of an Enhanced Voting Event referred to in paragraphs (a), (d) or (e) of the definition of Enhanced Voting Event, 49.99%, in each case, of the voting rights attaching to the Company's shares.</p> <p>Not redeemable.</p>	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	A ORDINARY	
Prescribed particulars	<p>The holders of A Ordinary Shares as a class shall be entitled to receive, in priority to the holders of the Ordinary Shares and B Ordinary Shares, the Long Term Dividend (as defined in the articles of association). Subject to Investor Consent (as defined in the articles of association), the balance of any profits of the Company resolved to be distributed in any financial year or period shall be distributed amongst the holders of the Ordinary Shares, A Ordinary Shares and B Ordinary Shares pro rata according to the number of Ordinary shares, A Ordinary Shares and B Ordinary Shares held.</p> <p>On an Exit (as defined in the articles of association), the Exit Proceeds (as defined in the articles of association) will be distributed in the following order and priority if such Exit Proceeds are equal to or less than the A Ordinary Threshold (as defined in the articles of association): amounts credited as paid up on all Preference Shares, amounts credited as paid up on all A Ordinary Shares with the balance on the Exit Proceeds being paid to the holders of the Ordinary Shares and B Ordinary Shares as if they were one class. If the Exit Proceeds are more than the A Ordinary Threshold (as defined in the articles of association) the Exit Proceeds (as defined in the articles of association) will be distributed in the following order and priority: amounts credited as paid up on all Preference Shares with the balance on the Exit Proceeds being paid to the holders of the Ordinary Shares, A Ordinary Shares and B Ordinary Shares as if they were one class.</p> <p>The holders of the A Ordinary Shares have the right to receive notice of and attend and vote and speak at any general meeting of the Company and shall be entitled to vote on any written resolution of the Company. Save, in each case, as provided otherwise in the CA2006, each such holder present in person or by proxy or by representative shall be entitled on a show of hands to one vote and on a poll or written resolution to one vote for each A Ordinary Share held by him. If any Enhanced Voting Event occurs (as defined in the articles of association) then BGF may serve written notice on the Company of the Enhanced Voting Event requiring that BGF's voting rights shall be increased from the date such notice is served, and until such notice has been withdrawn by BGF the voting rights attaching to the A Ordinary Shares shall be increased to: (i) in the case of an Enhanced Voting Event other than those referred to in paragraphs (a), (d) or (e) of the definition of Enhanced Voting Event 51%; and (ii) in the case of an Enhanced Voting Event referred to in paragraphs (a), (d) or (e) of the definition of Enhanced Voting Event, 49.99%, in each case, of the voting rights attaching to the Company's shares.</p> <p>Not redeemable.</p>	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	B ORDINARY	
Prescribed particulars	<p>The holders of A Ordinary Shares as a class shall be entitled to receive, in priority to the holders of the Ordinary Shares and B Ordinary Shares, the Long Term Dividend (as defined in the articles of association). Subject to Investor Consent (as defined in the articles of association), the balance of any profits of the Company resolved to be distributed in any financial year or period shall be distributed amongst the holders of the Ordinary Shares, A Ordinary Shares and B Ordinary Shares pro rata according to the number of Ordinary shares, A Ordinary Shares and B Ordinary Shares held.</p> <p>On an Exit (as defined in the articles of association), the Exit Proceeds (as defined in the articles of association) will be distributed in the following order and priority if such Exit Proceeds are equal to or less than the A Ordinary Threshold (as defined in the articles of association): amounts credited as paid up on all Preference Shares, amounts credited as paid up on all A Ordinary Shares with the balance on the Exit Proceeds being paid to the holders of the Ordinary Shares and B Ordinary Shares as if they were one class. If the Exit Proceeds are more than the A Ordinary Threshold (as defined in the articles of association) the Exit Proceeds (as defined in the articles of association) will be distributed in the following order and priority: amounts credited as paid up on all Preference Shares with the balance on the Exit Proceeds being paid to the holders of the Ordinary Shares, A Ordinary Shares and B Ordinary Shares as if they were one class.</p> <p>The holders of the B Ordinary Shares have the right to receive notice of and attend and vote and speak at any general meeting of the Company and shall be entitled to vote on any written resolution of the Company. Save, in each case, as provided otherwise in the CA2006, each such holder present in person or by proxy or by representative shall be entitled on a show of hands to one vote and on a poll or written resolution to one vote for each B Ordinary Share held by him. If any Enhanced Voting Event occurs (as defined in the articles of association) then BGF may serve written notice on the Company of the Enhanced Voting Event requiring that BGF's voting rights shall be increased from the date such notice is served, and until such notice has been withdrawn by BGF the voting rights attaching to the A Ordinary Shares shall be increased to: (i) in the case of an Enhanced Voting Event other than those referred to in paragraphs (a), (d) or (e) of the definition of Enhanced Voting Event 51%; and (ii) in the case of an Enhanced Voting Event referred to in paragraphs (a), (d) or (e) of the definition of Enhanced Voting Event, 49.99%, in each case, of the voting rights attaching to the Company's shares.</p> <p>Not redeemable.</p>	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	PREFERENCE	
Prescribed particulars	<p>The holders of Preference Shares shall have no right to receive any dividend or other distribution.</p>	
	<p>On an Exit (as defined in the articles of association), the Exit Proceeds (as defined in the articles of association) will be distributed in the following order and priority if such Exit Proceeds are equal to or less than the A Ordinary Threshold (as defined in the articles of association): amounts credited as paid up on all Preference Shares, amounts credited as paid up on all A Ordinary Shares with the balance on the Exit Proceeds being paid to the holders of the Ordinary Shares and B Ordinary Shares as if they were one class. If the Exit Proceeds are more than the A Ordinary Threshold (as defined in the articles of association) the Exit Proceeds (as defined in the articles of association) will be distributed in the following order and priority: amounts credited as paid up on all Preference Shares with the balance on the Exit Proceeds being paid to the holders of the Ordinary Shares, A Ordinary Shares and B Ordinary Shares as if they were one class.</p>	
	<p>The holders of the Preference Shares shall be entitled to receive notice of any general meeting and a copy of every written resolution of the Company and to attend in person (or, being a corporation, by duly authorised representative) but shall not be entitled to vote (either personally, by authorised representative or by proxy).</p>	
	<p>Not redeemable.</p>	

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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

ORDINARY

Prescribed particulars
①

Please see continuation sheet.

Class of share

A ORDINARY

Prescribed particulars
①

Please see continuation sheet.

Class of share

B ORDINARY

Prescribed particulars
①

Please see continuation sheet.

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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**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 Taylor Walton LLP (REF: SCH)

Address 28-44 Alma Street

Post town Luton

County/Region Bedfordshire

Postcode

L U 1 2 P L

Country UK

DX DX 130460 Luton 10

Telephone 01582 731161

**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 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