

SH01

Return of allotment of shares

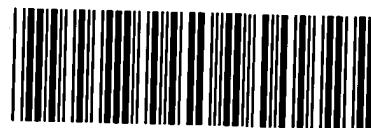


Go online to file this information
www.gov.uk/companieshouse

☒ **What this form is for**
You may use this form to give
notice of shares allotted following
incorporation.

☐ **What this form is for**
You cannot use this form to give
notice of shares allotted following
formation of the company or for an allotment of
shares by an unlisted company.

WED SATURDAY



A7ANUKD7 ase
A07 21/07/2018 #244
COMPANIES HOUSE ise
A78YEKEB
A07 27/06/2018 #249
COMPANIES HOUSE

1 Company details

Company number 1 1 0 3 1 9 9 8

Company name in full EPISTEM 2 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 0 d 8 m 0 m 6 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
	SEE CONTINUATION PAGE				

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)

Shares allotted

2 Currency

[illegible]

Return of allotment of shares

4

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.

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

SH01 - continuation page

Return of allotment of shares

4

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
GBP	A ORDINARY	6,667	66.67	
GBP	B1 ORDINARY	1,703	17.03	
GBP	B2 ORDINARY	556	11.12	
GBP	C ORDINARY	852	8.52	
Totals		9,778	103.34	0.00

SH01

Return of allotment of shares

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

A ORDINARY

Prescribed particulars

1

SEE RIDER

Class of share

B1 ORDINARY

Prescribed particulars

1

SEE RIDER

Class of share

B2 ORDINARY

Prescribed particulars

1

SEE RIDER

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.


5


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

Class of share	C ORDINARY	
Prescribed particulars	SEE RIDER	

SH01

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	RPT
Company name	TURNER PARKINSON LLP
Address	HOLLINS CHAMBERS
64A BRIDGE STREET	
Post town	MANCHESTER
County/Region	
Postcode	M 3 3 B A
Country	
DX	
Telephone	0161 833 1212

 Checklist
We may return the forms completed incorrectly or with information missing.
Please make sure you have remembered the following:
<input type="checkbox"/> The company name and number match the information held on the public Register.
<input type="checkbox"/> You have shown the date(s) of allotment in section 2.
<input type="checkbox"/> You have completed all appropriate share details in section 3.
<input type="checkbox"/> You have completed the relevant sections of the statement of capital.
<input type="checkbox"/> 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

FORM SH01 RIDER

A ordinary shares

Each A ordinary share is entitled to one vote on a show of hands and one vote per share on a poll vote or written resolution in any circumstances, provided:

- the A ordinary shares as a class represent 90.1% of the total voting rights in certain default periods and 67.67% of the total voting rights at all other times;
- the B2 ordinary shares as a class represent 15% of the total voting rights assuming there are 834 B2 shares in issue, such voting rights to be shared equally between the holders of the B2 ordinary shares.

The holders of the A ordinary shares are entitled *pari passu* to dividend payments or any other distribution together with the holders of the B1 ordinary shares, the B2 ordinary shares and the C ordinary shares as if they were one class.

On a sale, winding or listing, after all outstanding loan notes have been repaid, the holders of the A ordinary shares are entitled to a priority return of the original subscription price paid for each A ordinary share (including any premium). Then after the holders of the B1 ordinary shares, B2 ordinary shares and C ordinary shares have received a return of the original subscription price paid for each B1 ordinary share, B2 ordinary share and C ordinary share (including any premium), the holders of the A ordinary shares, B1 ordinary shares, B2 ordinary shares and C ordinary shares are entitled to any declared but unpaid dividends in respect of their shares. Thereafter the holders of the A ordinary shares are entitled *pari passu* to participate in any remaining distribution together with the holders of the B1 ordinary shares, the B2 ordinary shares and the C ordinary shares as if they were one class.

B1 ordinary shares

Each B1 ordinary share is entitled to one vote on a show of hands and one vote per share on a poll vote or written resolution in any circumstances, provided the A ordinary shares as a class represent 90.1% of the total voting rights in certain default periods and 67.67% of the total voting rights at all other times.

The holders of the B1 ordinary shares are entitled *pari passu* to dividend payments or any other distribution together with the holders of the A ordinary shares, the B2 ordinary shares and the C ordinary shares as if they were one class.

On a sale, winding or listing, after all outstanding loan notes have been repaid and the holders of the A ordinary shares have received their priority return of the original subscription price paid for each A ordinary share (including any premium), the holders of the B1 ordinary shares together with the holders of the B2 ordinary shares and C ordinary shares are entitled to receive a return of the original subscription price paid for each B1 ordinary share, B2 ordinary share and C ordinary share (including any premium). Following those returns, the holders of the B1 ordinary shares together with the holders of the A ordinary shares, B2 ordinary shares and C ordinary shares are entitled to any declared but unpaid dividends in respect of their shares. Thereafter the holders of the B1 ordinary shares are entitled *pari passu* to participate in any remaining distribution together with the holders of the A ordinary shares, the B2 ordinary shares and the C ordinary shares as if they were one class.

B2 ordinary shares

Each B2 ordinary share is entitled to one vote on a show of hands and one vote per share on a poll vote or written resolution in any circumstances, provided:

- the A ordinary shares as a class represent 90.1% of the total voting rights in certain default periods and 67.67% of the total voting rights at all other times;
- the B2 ordinary shares as a class represent 15% of the total voting rights assuming there are 834 B2 shares in issue, such voting rights to be shared equally between the holders of the B2 ordinary shares.

The holders of the B2 ordinary shares are entitled *pari passu* to dividend payments or any other distribution together with the holders of the A ordinary shares, the B1 ordinary shares and the C ordinary shares as if they were one class.

On a sale, winding or listing , after all outstanding loan notes have been repaid and the holders of the A ordinary shares have received their priority return of the original subscription price paid for each A ordinary share (including any premium), the holders of the B2 ordinary shares together with the holders of the B1 ordinary shares and C ordinary shares are entitled to receive a return of the original subscription price paid for each B2 ordinary share, B1 ordinary share and C ordinary share (including any premium). Following those returns, the holders of the B2 ordinary shares together with the holders of the A ordinary shares, B1 ordinary shares and C ordinary shares are entitled to any declared but unpaid dividends in respect of their shares. Thereafter the holders of the B2 ordinary shares are entitled *pari passu* to participate in any remaining distribution together with the holders of the A ordinary shares, the B1 ordinary shares and the C ordinary shares as if they were one class.

C ordinary shares

The C ordinary shares do not carry a right to vote.

The holders of the C ordinary shares are entitled *pari passu* to dividend payments or any other distribution together with the holders of the A ordinary shares, the B1 ordinary shares and the B2 ordinary shares as if they were one class.

On a sale, winding or listing , after all outstanding loan notes have been repaid and the holders of the A ordinary shares have received their priority return of the original subscription price paid for each A ordinary share (including any premium), the holders of the C ordinary shares together with the holders of the B1 ordinary shares and B2 ordinary shares are entitled to receive a return of the original subscription price paid for each C ordinary share, B1 ordinary share and B2 ordinary share (including any premium). Following those returns, the holders of the C ordinary shares together with the holders of the A ordinary shares, B1 ordinary shares and B2 ordinary shares are entitled to any declared but unpaid dividends in respect of their shares. Thereafter the holders of the C ordinary shares are entitled *pari passu* to participate in any remaining distribution together with the holders of the A ordinary shares, the B1 ordinary shares and the B2 ordinary shares as if they were one class.



Companies House

COMPANY NAME: EPISTEM LIMITED

COMPANY NUMBER: 11031998

A second filed SH01 was registered on 20/05/2020