

**Return of Allotment of Shares**Company Name: **JZ Consumer Brands Limited**Company Number: **11321427**Received for filing in Electronic Format on the: **07/10/2022**

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Shares Allotted (including bonus shares)

Date or period during which shares are allotted	From	To
	31/08/2022	

Class of Shares:	PREFERENCE	Number allotted	1889568
Currency:	GBP	Nominal value of each share	1
		Amount paid:	1
		Amount unpaid:	0

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	PREFERENCE	Number allotted	25509168
Currency:	GBP	Aggregate nominal value:	25509168

Prescribed particulars

(A) NON-VOTING. (B) HOLDERS OF PREFERENCE SHARES WILL BE PAID ANY OUTSTANDING PREFERENCE AMOUNT AS A DIVIDEND BEFORE THE HOLDERS OF A AND B SHARES ARE PAID A DIVIDEND. (C) ON A RETURN OF CAPITAL, THE PROCEEDS WILL BE DISTRIBUTED TO THE HOLDERS OF PREFERENCE SHARES FIRST AND HOLDERS WILL BE ENTITLED TO THE SUBSCRIPTION PRICE PAID PLUS ANY OUTSTANDING PREFERENCE AMOUNT. (D) PREFERENCE SHARES ARE NOT REDEEMABLE.

Class of Shares:	A	Number allotted	1899995
	SHARES	Aggregate nominal value:	18999.95
Currency:	GBP		

Prescribed particulars

(A) HOLDERS OF A SHARES ARE ENTITLED TO VOTE. SHARES RANK PARI PASSU IN ALL RESPECTS FOR THE PURPOSES OF VOTING WITH B AND C SHARES.(B) HOLDERS OF A SHARES WILL BE PAID A DIVIDEND ONLY AFTER THE PREFERENCE SHAREHOLDERS ARE PAID ANY OUTSTANDING PREFERENCE AMOUNT.(C) WHERE THE APPLICABLE EXIT MULTIPLE (AS DETERMINED IN ACCORDANCE WITH SCHEDULE 1) IS LESS THAN 2.00 OR WHEN THE EXIT DATE OCCURS PRIOR TO THE THIRD ANNIVERSARY DATE, THE BALANCE OF THE PROCEEDS SHALL BE PAID AMONG THE HOLDERS OF THE A SHARES AND THE B SHARES PRO RATA TO THEIR SHAREHOLDING.

Class of Shares:	B	Number allotted	100006
	SHARES	Aggregate nominal value:	1000.06
Currency:	GBP		

Prescribed particulars

(A) HOLDERS OF B SHARES ARE ENTITLED TO VOTE. SHARES RANK PARI PASSU IN ALL RESPECTS FOR THE PURPOSES OF VOTING WITH A AND C SHARES.(B) HOLDERS OF B SHARES WILL BE PAID A DIVIDEND ONLY AFTER THE PREFERENCE SHAREHOLDERS ARE PAID ANY OUTSTANDING PREFERENCE AMOUNT.(C) WHERE THE APPLICABLE EXIT MULTIPLE (AS DETERMINED IN ACCORDANCE WITH SCHEDULE 1) IS LESS THAN 2.00 OR WHEN THE EXIT DATE OCCURS PRIOR TO THE THIRD ANNIVERSARY DATE, THE BALANCE OF THE PROCEEDS SHALL BE PAID AMONG THE HOLDERS OF THE A SHARES AND THE B SHARES PRO RATA TO THEIR SHAREHOLDING.

Class of Shares:	C	Number allotted	84
	SHARES	Aggregate nominal value:	0.84
Currency:	GBP		

Prescribed particulars

(A) HOLDERS OF C SHARES ARE ENTITLED TO VOTE. C SHARES RANK PARI PASSU IN ALL RESPECTS FOR THE PURPOSES OF VOTING WITH A AND B SHARES. (B) HOLDERS OF C SHARES WILL BE PAID A DIVIDEND ONLY AFTER THE PREFERENCE SHAREHOLDERS ARE PAID ANY OUTSTANDING PREFERENCE AMOUNT.(C) WHERE THE APPLICABLE EXIT MULTIPLE (AS DETERMINED IN ACCORDANCE WITH SCHEDULING) IS LESS THAN 2.00 OR WHEN THE EXIT DATE OCCURS PRIOR TO THE THIRD ANNIVERSARY DATE, THE BALANCE OF THE PROCEEDS SHALL BE PAID AMONG THE HOLDERS OF THE A SHARES AND THE B SHARES PRO RATA TO THEIR SHAREHOLDING. WHERE THE APPLICABLE EXIT (AS DETERMINED IN ACCORDANCE WITH SCHEDULE 1) IS GREATER THAN OR EQUAL TO 2.00, AND THE EXIT DATE OCCURS ON OR AFTER THE THIRD ANNIVERSARY DATE, THEN: (1) THE HOLDERS OF THE B SHARES BE ENTITLED TO RECEIVE THE B SHARE RATCHET ENTITLEMENT; (2) THE HOLDERS OF THE C SHARES SHALL BE ENTITLED TO RECEIVE IN AGGREGATE, THE C SHARE RATCHET ENTITLEMENT (SUCH SUM TO BE APPORTIONED AMONG THE HOLDERS OF THE C SHARES PRO RATA ACCORDING TO THE PERCENTAGE PROPORTION OF C SHARE HELD BY EACH SUCH HOLDER): AND (3) THE REMAINDER OF THE PROCEEDS SHALL BE PAID AMONG THE HOLDERS OF THE A SHARES AND THE B SHARES PRO RATA TO THEIR SHAREHOLDING. (D) C SHARES ARE NOT REDEEMABLE

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	27509253
		Total aggregate nominal value:	25529168.85
		Total aggregate amount unpaid:	0

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Administrator, Administrative Receiver, Receiver, Receiver Manager, CIC Manager.