

SH01

Return of allotment of shares



Companies House



Go online to file this information
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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 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.

WEDNESDAY



A07 *A7WSUOG8* #114
09/01/2019
COMPANIES HOUSE

1 Company details

Company number 1 1 3 6 8 2 2 2

Company name in full CYNERGY CAPITAL LTD

→ **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 2 3 m 1 1 y 2 0 y 1 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 SHEET				

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	Class of shares	Number of shares	Aggregate nominal value (£, €, \$, etc)	Total aggregate amount unpaid, if any (£, €, \$, etc)
Complete a separate table for each currency	E.g. Ordinary/Preference etc.		Number of shares issued multiplied by nominal value	Including both the nominal value and any share premium
Currency table A				
	SEE CONTINUATION SHEET			
	Totals			
Currency table B				
	Totals			
Currency table C				
	Totals			
Totals (including continuation pages)		Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
		308,750,500	76,347,505	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.

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.

Class of share

SEE CONTINUATION SHEET

Prescribed particulars

①

Class of share

Prescribed particulars

①

Class of share

Prescribed particulars

①

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Signature

I am signing this form on behalf of the company.

Signature

Signature

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.

Shares allotted

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

06/16 Version 6.0

In accordance with
Section 555 of the
Companies Act 2006.

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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)

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Return of allotment of shares

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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>
GBP	ORDINARY A	138,000,300	£1,380,003	
GBP	ORDINARY B	92,000,200	£920,002	
GBP	ORDINARY C	2,250,000	£22,500	
GBP	ORDINARY D	2,500,000	£25,000	
GBP	PREFERRED ORDINARY	74,000,000	£74,000,000	
Totals		308,750,500	£76,347,505	0.00

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

Class of share	ORDINARY A
Prescribed particulars	<p>Definitions in the articles shall have the same meaning when used in this statement of capital.</p> <p>(a) VOTING Each Ordinary A Shareholder shall have the right to vote.</p> <p>(b) INCOME Subject to the articles of association of the Company, each Ordinary A Shareholder is entitled to dividend payments. The Directors may declare a dividend on the Ordinary A Shares without declaring a dividend on the other share classes.</p> <p>(c) RETURN OF CAPITAL On any return of capital on liquidation, capital reduction or otherwise ("Capital Event"), the assets of the Company remaining after the payment of its liabilities and available for distribution (the "Distribution Proceeds") shall be applied as follows:</p> <ul style="list-style-type: none"> - first, to the Preferred Ordinary Shareholders (pro rata according to the number of Preferred Ordinary Shares held by each such holder) until such Preferred Ordinary Shareholders have received an amount equal to any outstanding Preferred Coupon in respect of each Preferred Ordinary Share held by them; - second, to the Preferred Ordinary Shareholders (pro rata according to the number of Preferred Ordinary Shares held by each such holder) until such Preferred Ordinary Shareholders have received an amount equal to the Preferred Capital Amount in respect of each Preferred Ordinary Share held by them; - third, to the Equity Shareholders (excluding any Equity Shareholders who have received the RoC Dividends (the "Corporate Equity Shareholders")) and Executive Shareholders pro rata according to the number of Equity Shares and the Executive Shares held by each such holder until such Equity Shareholders and Executive Shareholders have received an amount equal to their respective First RoC Entitlement of the remaining assets Distribution Proceeds; - fourth, where any Corporate Equity Shareholder's Corporate ES Entitlement is less than the Largest Corporate ES Entitlement (such Corporate Equity Shareholders being referred to as the "Second Corporate Equity Shareholders"), to the Second Corporate Equity Shareholders pro rata according to the number of Equity Shares held by each such holder under until such Equity Shareholders have received an amount which increases their respective Corporate ES Entitlement to an amount equal to the Largest Corporate ES Entitlement; and - fifth, any further amounts available for distribution following the application of Articles 34.1.1 to 34.1.3, shall be applied amongst the Equity Shareholders and Executive Shareholders pro rata according to the number of Equity Shares and Executive Shares held by each such holder.

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	ORDINARY B	
Prescribed particulars	<p>Definitions in the articles shall have the same meaning when used in this statement of capital.</p> <p>(a) VOTING Each Ordinary B Shareholder shall have the right to vote.</p> <p>(b) INCOME Ordinary B Shareholders are entitled to dividend payments. The Directors may declare a dividend on the Ordinary B Shares without declaring a dividend on the other share classes.</p> <p>(c) RETURN OF CAPITAL On any return of capital on liquidation, capital reduction or otherwise ("Capital Event"), the assets of the Company remaining after the payment of its liabilities and available for distribution (the "Distribution Proceeds") shall be applied as follows:</p> <ul style="list-style-type: none"> - first, to the Preferred Ordinary Shareholders (pro rata according to the number of Preferred Ordinary Shares held by each such holder) until such Preferred Ordinary Shareholders have received an amount equal to any outstanding Preferred Coupon in respect of each Preferred Ordinary Share held by them; - second, to the Preferred Ordinary Shareholders (pro rata according to the number of Preferred Ordinary Shares held by each such holder) until such Preferred Ordinary Shareholders have received an amount equal to the Preferred Capital Amount in respect of each Preferred Ordinary Share held by them; - third, to the Equity Shareholders (excluding any Equity Shareholders who have received the RoC Dividends (the "Corporate Equity Shareholders")) and Executive Shareholders pro rata according to the number of Equity Shares and the Executive Shares held by each such holder until such Equity Shareholders and Executive Shareholders have received an amount equal to their respective First RoC Entitlement of the remaining assets Distribution Proceeds; - fourth, where any Corporate Equity Shareholder's Corporate ES Entitlement is less than the Largest Corporate ES Entitlement (such Corporate Equity Shareholders being referred to as the "Second Corporate Equity Shareholders"), to the Second Corporate Equity Shareholders pro rata according to the number of Equity Shares held by each such holder under until such Equity Shareholders have received an amount which increases their respective Corporate ES Entitlement to an amount equal to the Largest Corporate ES Entitlement; and - fifth, any further amounts available for distribution following the application of Articles 34.1.1 to 34.1.3, shall be applied amongst the Equity Shareholders and Executive Shareholders pro rata according to the number of Equity Shares and Executive Shares held by each such holder. 	

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

Class of share	ORDINARY C
Prescribed particulars	<p>Definitions in the articles shall have the same meaning when used in this statement of capital.</p> <p>(a) VOTING Each Ordinary C Shareholder shall have the right to vote.</p> <p>(b) INCOME Ordinary C Shareholder are entitled to dividend payments. The Directors may declare a dividend on the Ordinary C Shares without declaring a dividend on the other share classes.</p> <p>(c) RETURN OF CAPITAL On any return of capital on liquidation, capital reduction or otherwise ("Capital Event"), the assets of the Company remaining after the payment of its liabilities and available for distribution (the "Distribution Proceeds") shall be applied as follows:</p> <ul style="list-style-type: none"> - first, to the Preferred Ordinary Shareholders (pro rata according to the number of Preferred Ordinary Shares held by each such holder) until such Preferred Ordinary Shareholders have received an amount equal to any outstanding Preferred Coupon in respect of each Preferred Ordinary Share held by them; - second, to the Preferred Ordinary Shareholders (pro rata according to the number of Preferred Ordinary Shares held by each such holder) until such Preferred Ordinary Shareholders have received an amount equal to the Preferred Capital Amount in respect of each Preferred Ordinary Share held by them; - third, to the Equity Shareholders (excluding any Equity Shareholders who have received the RoC Dividends (the "Corporate Equity Shareholders")) and Executive Shareholders pro rata according to the number of Equity Shares and the Executive Shares held by each such holder until such Equity Shareholders and Executive Shareholders have received an amount equal to their respective First RoC Entitlement of the remaining assets Distribution Proceeds; - fourth, where any Corporate Equity Shareholder's Corporate ES Entitlement is less than the Largest Corporate ES Entitlement (such Corporate Equity Shareholders being referred to as the "Second Corporate Equity Shareholders"), to the Second Corporate Equity Shareholders pro rata according to the number of Equity Shares held by each such holder under until such Equity Shareholders have received an amount which increases their respective Corporate ES Entitlement to an amount equal to the Largest Corporate ES Entitlement; and - fifth, any further amounts available for distribution following the application of Articles 34.1.1 to 34.1.3, shall be applied amongst the Equity Shareholders and Executive Shareholders pro rata according to the number of Equity Shares and Executive Shares held by each such holder.

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

Class of share	ORDINARY D
Prescribed particulars	<p>Definitions in the articles shall have the same meaning when used in this statement of capital.</p> <p>(a) VOTING Each Ordinary D Shareholder shall have the right to vote.</p> <p>(b) INCOME Ordinary D Shareholders are entitled to dividend payments. The Directors may declare a dividend on the Ordinary D Shares without declaring a dividend on the other share classes.</p> <p>(c) RETURN OF CAPITAL On any return of capital on liquidation, capital reduction or otherwise ("Capital Event"), the assets of the Company remaining after the payment of its liabilities and available for distribution (the "Distribution Proceeds") shall be applied as follows:</p> <ul style="list-style-type: none"> - first, to the Preferred Ordinary Shareholders (pro rata according to the number of Preferred Ordinary Shares held by each such holder) until such Preferred Ordinary Shareholders have received an amount equal to any outstanding Preferred Coupon in respect of each Preferred Ordinary Share held by them; - second, to the Preferred Ordinary Shareholders (pro rata according to the number of Preferred Ordinary Shares held by each such holder) until such Preferred Ordinary Shareholders have received an amount equal to the Preferred Capital Amount in respect of each Preferred Ordinary Share held by them; - third, to the Equity Shareholders (excluding any Equity Shareholders who have received the RoC Dividends (the "Corporate Equity Shareholders")) and Executive Shareholders pro rata according to the number of Equity Shares and the Executive Shares held by each such holder until such Equity Shareholders and Executive Shareholders have received an amount equal to their respective First RoC Entitlement of the remaining assets Distribution Proceeds; - fourth, where any Corporate Equity Shareholder's Corporate ES Entitlement is less than the Largest Corporate ES Entitlement (such Corporate Equity Shareholders being referred to as the "Second Corporate Equity Shareholders"), to the Second Corporate Equity Shareholders pro rata according to the number of Equity Shares held by each such holder under until such Equity Shareholders have received an amount which increases their respective Corporate ES Entitlement to an amount equal to the Largest Corporate ES Entitlement; and - fifth, any further amounts available for distribution following the application of Articles 34.1.1 to 34.1.3, shall be applied amongst the Equity Shareholders and Executive Shareholders pro rata according to the number of Equity Shares and Executive Shares held by each such holder.

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

Class of share	PREFERRED ORDINARY	
Prescribed particulars	<p>Definitions in the articles shall have the same meaning when used in this statement of capital.</p> <p>(a) VOTING Each Preferred Ordinary Shareholder shall not have the right to vote.</p> <p>(b) INCOME Preferred Ordinary Shareholders are entitled to a Preferred Coupon.</p> <p>(c) RETURN OF CAPITAL On any return of capital on liquidation, capital reduction or otherwise ("Capital Event"), the assets of the Company remaining after the payment of its liabilities and available for distribution (the "Distribution Proceeds") shall be applied as follows:</p> <ul style="list-style-type: none"> - first, to the Preferred Ordinary Shareholders (pro rata according to the number of Preferred Ordinary Shares held by each such holder) until such Preferred Ordinary Shareholders have received an amount equal to any outstanding Preferred Coupon in respect of each Preferred Ordinary Share held by them; - second, to the Preferred Ordinary Shareholders (pro rata according to the number of Preferred Ordinary Shares held by each such holder) until such Preferred Ordinary Shareholders have received an amount equal to the Preferred Capital Amount in respect of each Preferred Ordinary Share held by them; - third, to the Equity Shareholders (excluding any Equity Shareholders who have received the RoC Dividends (the "Corporate Equity Shareholders")) and Executive Shareholders pro rata according to the number of Equity Shares and the Executive Shares held by each such holder until such Equity Shareholders and Executive Shareholders have received an amount equal to their respective First RoC Entitlement of the remaining assetsDistribution Proceeds; - fourth, where any Corporate Equity Shareholder's Corporate ES Entitlement is less than the Largest Corporate ES Entitlement (such Corporate Equity Shareholders being referred to as the "Second Corporate Equity Shareholders"), to the Second Corporate Equity Shareholders pro rata according to the number of Equity Shares held by each such holder under until such Equity Shareholders have received an amount which increases their respective Corporate ES Entitlement to an amount equal to the Largest Corporate ES Entitlement; and - fifth, any further amounts available for distribution following the application of Articles 34.1.1 to 34.1.3, shall be applied amongst the Equity Shareholders and Executive Shareholders pro rata according to the number of Equity Shares and Executive Shares held by each such holder. <p>(d) REDEMPTION The Preferred Ordinary Shares are 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 **945617**

Company name **PWC LLP**

Address **19 CORNWALL COURT**

CORNWALL STREET

Post town **BIRMINGHAM**

County/Region **WEST MIDLANDS**

Postcode **B 3 2 D T**

Country

DX

Telephone

**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 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