

DON'T
STAPLE

SH01

Return of allotment of shares



Companies House

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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 for**
You cannot use this form to give notice of shares allotted following incorporation.

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1 Company details

Company number 1 1 5 0 1 6 3 2

Company name in full UNDERPINNED 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

From Date 1 9 0 4 2 6 2 3
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
GBP	ORDINARY A	17,581,565	£0.0000002259	£0.035832975	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.

Details of non-cash
consideration.

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

Continuation page

Please use a continuation page if necessary.

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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'.

Continuation page

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				
GBP	ORDINARY A	17,581,565	£3.9716755335	
	ORDINARY	24,180,086	£5.4622814274	
Totals		41,761,651	£9.4339569609	0

Currency table B				
Totals				

Currency table C				
Totals				

Total issued share capital table				
You must complete this table to show your total issued share capital. Add the totals from all currency tables, including continuation pages.		Total number of shares	Total aggregate nominal value Show different currencies separately. For example: £100 + €100 + \$10	Total aggregate amount unpaid ❶ Show different currencies separately. For example: £100 + €100 + \$10
Grand total		41,761,651	£9.4339569609	0

❶ Total aggregate amount unpaid

Enter 0 or 'nil' if the shares are fully paid. We'll assume the shares are fully paid if you leave this blank.

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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

Voting rights: Each share is entitled to one vote in any circumstances;
Dividend rights: Each share is entitled, on an equal basis with other shares of the same class, to dividend payments or any other distribution;

See continuation sheet

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

ORDINARY A

Prescribed particulars

Voting rights: Each share is entitled to one vote in any circumstances;
Dividend rights: Each share is entitled, on an equal basis with other shares of the same class, to dividend payments or any other distribution;

See continuation sheet

Class of share

Prescribed particulars

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Signature

I am signing this form on behalf of the company.

Signature

Signature

X Albert Azis-Clauson X
Albert Azis-Clauson (May 5, 2023 13:08 GMT+1)

This form may be signed by:

Director, Secretary, Person authorised, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

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.

Person authorised

Under either section 270 or 274 of the Companies Act 2006.

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

Class of share	ORDINARY
Prescribed particulars	<p>Capital rights: Each share is entitled to participate in a distribution (including on winding up and on a sale of the company) in accordance with article 6.3.1 of the articles of association as follows:</p> <p>(a) first, in paying a sum equal to £X plus £100 (where X is an amount equal to the aggregate sum that the Ordinary A Shareholders as a class would receive if each Ordinary A Shareholder were to receive an amount per Ordinary A Share held (the "Relevant Amount Per Ordinary A Share") that is the greater of: (i) three times the Issue Price for that Ordinary A Share; and (ii) the amount that would be paid per Ordinary A Share if the Surplus Assets were to be distributed among the Ordinary A Shareholders and Ordinary Shares pro rata (as if the Ordinary A Shares and Ordinary Shares constituted one and the same class) to the number of Ordinary A Shares and Ordinary Shares held), to be distributed as to:</p> <p>(i) 0.01% to the Ordinary Shareholders pro rata according to the number of Ordinary Shares held by them; and</p> <p>(ii) 99.99% to the Ordinary A Shareholders pro rata to the proportion that their respective aggregate Relevant Amount Per Ordinary A Share represents in relation to 'X'; and</p> <p>(b) thereafter, the balance of the Surplus Assets (if any) to be distributed as to:</p> <p>(i) 0.01% to the Ordinary A Shareholders pro rata to the number of Ordinary A Shares held by them; and</p> <p>(ii) 99.99% to the Ordinary Shareholders pro rata according to the number of the Ordinary Shares held by them,</p> <p>provided that if there are insufficient Surplus Assets to pay £X plus £100, the remaining Surplus Assets shall be distributed amongst the holders of the Ordinary A Shares and Ordinary Shares pro rata to their respective entitlements under this Article 6.3.1 calculated as if such Surplus Assets were at least £X plus £100.</p> <p>Redemption rights: The shares are not redeemable or liable to be redeemed, either at the option of the company or the shareholder.</p>

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

Class of share	ORDINARY A	
Prescribed particulars	<p>Capital rights: Each share is entitled to participate in a distribution (including on winding up and on a sale of the company) in accordance with article 6.3.1 of the articles of association as follows:</p> <p>(a) first, in paying a sum equal to £X plus £100 (where X is an amount equal to the aggregate sum that the Ordinary A Shareholders as a class would receive if each Ordinary A Shareholder were to receive an amount per Ordinary A Share held (the "Relevant Amount Per Ordinary A Share") that is the greater of: (i) three times the Issue Price for that Ordinary A Share; and (ii) the amount that would be paid per Ordinary A Share if the Surplus Assets were to be distributed among the Ordinary A Shareholders and Ordinary Shares pro rata (as if the Ordinary A Shares and Ordinary Shares constituted one and the same class) to the number of Ordinary A Shares and Ordinary Shares held), to be distributed as to:</p> <p>(i) 0.01% to the Ordinary Shareholders pro rata according to the number of Ordinary Shares held by them; and</p> <p>(ii) 99.99% to the Ordinary A Shareholders pro rata to the proportion that their respective aggregate Relevant Amount Per Ordinary A Share represents in relation to 'X'; and</p> <p>(b) thereafter, the balance of the Surplus Assets (if any) to be distributed as to:</p> <p>(i) 0.01% to the Ordinary A Shareholders pro rata to the number of Ordinary A Shares held by them; and</p> <p>(ii) 99.99% to the Ordinary Shareholders pro rata according to the number of the Ordinary Shares held by them,</p> <p>provided that if there are insufficient Surplus Assets to pay £X plus £100, the remaining Surplus Assets shall be distributed amongst the holders of the Ordinary A Shares and Ordinary Shares pro rata to their respective entitlements under this Article 6.3.1 calculated as if such Surplus Assets were at least £X plus £100.</p> <p>Redemption rights: The shares are not redeemable or liable to be redeemed, either at the option of the company or the shareholder.</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

Jessica Taylor

Company name

Stephenson Law Limited

Address

Desklodge House, Redcliffe Way

Post town

Bristol

County/Region

Postcode

B S 1 6 N L

Country

DX

Telephone

0117 244 0056



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

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