



SH01

Return of allotment of shares



Companies House



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 NOT for
You cannot use this form to give notice of shares taken on formation of the company for an allotment of a new share by an unlimited company.

SATURDAY



A9EUVRGB

A14

03/10/2020

#304

COMPANIES HOUSE

1 Company details

Company number 1 1 7 3 4 3 6 8

Company name in full ZZOOMM GROUP 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 d₂ d₈ m₀ m₉ y₂ y₀ y₂ y₀

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	Preference Shares	480,000,000	£0.01	£0.01	£0.00
GBP	MIP Shares	500,000	£0.01	£0.01	£0.00

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)

SH01

Return of allotment of shares

4

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				
GBP	Ordinary Shares	34,533,125	£345,331.25	£0.00
GBP	Ordinary A Shares	1,322,400	£13,224.00	£0.00
GBP	Preference Shares	480,000,000	£4,800,000.00	£0.00
Totals		515,855,525	£5,158,555.25	£0.00

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
	516,355,525	£5,163,555.25	£0.00

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

4

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	MIP Shares	500,000	£5,000.00	£0.00
Totals		500,000	£5,000.00	£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**.

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

Prescribed particulars
①

PLEASE SEE CONTINUATION PAGES

Class of share

Prescribed particulars
①

Class of share

Prescribed particulars
①

6


Signature

I am signing this form on behalf of the company.

Signature

Signature

X



X

Secretary for and on behalf of Ince GD Corporate Services Limited

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.

SH01 - continuation page

Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	ORDINARY SHARES	
Prescribed particulars	<p>Voting: at a general meeting or on any written shareholder resolution, each holder of Ordinary Shares shall be entitled to exercise one vote for each Ordinary Share held by it.</p> <p>Dividends: where the Company proposes to make a dividend or distribution, the amount to be paid to the shareholders of the Company shall be applied (i) firstly to any payments to be made pursuant to Article 33.2.2 of the Articles, in paying to the holders of MIP Shares pro rata to the number of MIP Shares held by each of them; (ii) secondly in paying to each holder of Preference Shares then in issue in respect of each Preference Share of which it is the holder, an aggregate amount equal to 100% of the issue price of such Preference Shares and all accrued and unpaid amounts of Preference Dividend calculated up to and including the date of the Return of Capital; (iii) thirdly, where the Surplus Assets are equal to or lower than the '2019 Hurdle Value' (as defined in the Articles), the balance (if any) of the Surplus Assets shall be distributed among the holders of the Ordinary Shares pro rata to the number of Ordinary Shares held by them; and (iv) fourthly, where the Surplus Assets are greater than the '2019 Hurdle Value' an amount equal to the '2019 Hurdle Value' shall be distributed amongst the holders of the Ordinary Shares pro rata to the number of such Ordinary Shares held by the relevant shareholders at the relevant time and the balance (if any) of the Surplus Assets shall be distributed among the holders of the Ordinary Shares and of the Ordinary A Shares pro rata (pari passu as if the Ordinary Shares and the Ordinary A Shares constituted one class of share for this purpose) to the number of Ordinary Shares and Ordinary A Shares held by the relevant shareholders at the relevant time.</p> <p>Return of Capital: on a 'Return of Capital' (as defined in the Articles), the amount available to be paid to the shareholders of the Company shall be applied in the same order as any payment of dividends or other distribution.</p> <p>Redemption: no rights of redemption.</p>	

SH01 - continuation page

Return of allotment of shares

5

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

Class of share	ORDINARY A SHARES	
Prescribed particulars	<p>Voting: no voting rights (at a general meeting or on any written shareholder resolution).</p> <p>Dividends: where the Company proposes to make a dividend or distribution, the amount to be paid to the shareholders of the Company shall be applied (i) firstly to any payments to be made pursuant to Article 33.2.2 of the Articles, in paying to the holders of MIP Shares pro rata to the number of MIP Shares held by each of them, (ii) secondly in paying to each holder of Preference Shares then in issue in respect of each Preference Share of which it is the holder, an aggregate amount equal to 100% of the issue price of such Preference Shares and all accrued and unpaid amounts of Preference Dividend calculated up to and including the date of the Return of Capital; (iii) thirdly, where the Surplus Assets are equal to or lower than the '2019 Hurdle Value' (as defined in the Articles), the balance (if any) of the Surplus Assets shall be distributed among the holders of the Ordinary Shares pro rata to the number of Ordinary Shares held by them; and (iv) fourthly, where the Surplus Assets are greater than the '2019 Hurdle Value' an amount equal to the '2019 Hurdle Value' shall be distributed amongst the holders of the Ordinary Shares pro rata to the number of such Ordinary Shares held by the relevant shareholders at the relevant time and the balance (if any) of the Surplus Assets shall be distributed among the holders of the Ordinary Shares and of the Ordinary A Shares pro rata (pari passu as if the Ordinary Shares and the Ordinary A Shares constituted one class of share for this purpose) to the number of Ordinary Shares and Ordinary A Shares held by the relevant shareholders at the relevant time.</p> <p>Return of Capital: on a 'Return of Capital' (as defined in the Articles), the amount available to be paid to the shareholders of the Company shall be applied in the same order as any payment of dividends or other distribution.</p> <p>Redemption: no rights of redemption.</p>	

SH01 - continuation page

Return of allotment of shares

5

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

Class of share	PREFERENCE SHARES	
Prescribed particulars	<p>Voting: at a general meeting or on any written shareholder resolution, each holder of Preference Shares shall be entitled to exercise the number of votes which it would have been entitled to exercise if all the Preference Shares registered in its name at the date of such general meeting or written resolution had been converted into Ordinary Shares at a conversion price of £0.36 of the price at which the Preference Shares were issued per 1 Ordinary Share and the conversion date was the date of such general meeting or written resolution.</p> <p>Dividends: a fixed cumulative preferential dividend at the annual rate of 12.5 per cent of the Issue Price per share compounded annually in respect of each Preference Share on the anniversary of the date of its issuance in each year, which shall accrue daily and be calculated in respect of the period to such date (assuming a 365-day year) (the "Preference Dividend") and to be paid on the earlier of an 'Exit' (as defined in the Company's articles of association (the "Articles")), any 'Return of Capital' (as defined in the Articles) and the date of any earlier redemption of the relevant Preference Shares.</p> <p>Any Preference Dividend which has accrued in respect of any Preference Shares which are converted into Ordinary Shares shall automatically be deemed waived in respect of such Preference Shares on their conversion.</p> <p>Return of Capital: on a 'Return of Capital' (as defined in the Articles), the amount available to be paid to the shareholders of the Company ("the Surplus Assets") shall be applied in the following order (i) firstly to any payments to be made pursuant to Article 33.2.2 of the Articles, in paying to the holders of MIP Shares pro rata to the number of MIP Shares held by each of them; (ii) secondly in paying to each holder of Preference Shares then in issue in respect of each Preference Share of which it is the holder, an aggregate amount equal to 100% of the issue price of such Preference Shares and all accrued and unpaid amounts of Preference Dividend calculated up to and including the date of the Return of Capital; before any Surplus Assets are then distributed among the holders of the Ordinary Shares and ordinary A Shares as set out in the Articles.</p> <p>Redemption: with the consent of the Investor (as defined in the Articles), and subject to the provisions of the Companies Acts (as defined in Section 2 of the Companies Act 2006), the Company may at any time redeem all or any of the Preference Shares then in issue.</p>	

SH01 - continuation page

Return of allotment of shares

5 Statement of capital (prescribed particulars of rights attached to shares)		
Class of share	MIP SHARES	
Prescribed particulars	<p>Voting: no voting rights (at a general meeting or on any written shareholder resolution).</p> <p>Dividends: where the Company proposes to make a dividend or distribution, the amount to be paid to the shareholders of the Company shall be applied firstly to any payments to be made pursuant to Article 33.2.2 of the Articles, in paying to the holders of MIP Shares pro rata to the number of MIP Shares held by each of them.</p> <p>Return of Capital: on a 'Return of Capital' (as defined in the Articles), the amount available to be paid to the shareholders of the Company shall be applied firstly to any payments to be made pursuant to Article 33.2.2 of the Articles, in paying to the holders of MIP Shares pro rata to the number of MIP Shares held by each of them.</p> <p>Redemption: no rights of redemption.</p>	

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

Company name

Gowling WLG (UK) LLP

Address

4 More London Riverside

Post town

London

County/Region

Postcode

S E 1 2 A U

Country

United Kingdom

DX

132076 London Bridge 4

Telephone



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