

Paperclip
only

SH01

Return of allotment of shares



Companies House



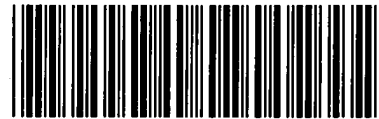
Go online to file this information

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 by a company on formation of the company or for an allotment of a new share by an unlimited company.

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26/02/2021

#405

COMPANIES HOUSE

1 Company details

Company number 1 1 8 7 8 9 1 1

Company name in full Infinity Works Holdings 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

From Date 1 5 0 2 2 0 2 1
To Date

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 (£)	C Ordinary	50,700	£0.01	£1.00	£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)

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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 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 (£)	A Ordinary	380,000	£3,800.00	
GBP (£)	B Ordinary	480,000	£4,800.00	
GBP (£)	C Ordinary	66,700	£667.00	
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
	966,500	£9,665.00	£0.00

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

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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

A ORDINARY

Prescribed particulars
①

SEE CONTINUATION PAGES FOR SECTION 5 FOR DETAILS.

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

B ORDINARY

Prescribed particulars
①

SEE CONTINUATION PAGES FOR SECTION 5 FOR DETAILS.

Class of share

C ORDINARY

Prescribed particulars
①

SEE CONTINUATION PAGES FOR SECTION 5 FOR DETAILS.

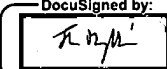
6 Signature

I am signing this form on behalf of the company.

Signature

Signature

X

DocuSigned by:

 480262B258FC4B1...

X

This form may be signed by:

Director ②, Secretary, Person authorised ②, 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.

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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	Henrietta Wirta									
Company name	Slaughter and May									
Address	One Bunhill Row									
Post town	London									
County/Region										
Postcode	E	C	1	Y		8	Y	Y		
Country	United Kingdom									
DX										
Telephone	020 7600 1200									

**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

Complete the table below to show the issued share capital.
Complete a separate table for each currency.

4

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	
GBP (£)	D Ordinary	39,800	£398.00		
Totals		966,500	£9,665.00		£0.00

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

Class of share	A ORDINARY
Prescribed particulars	<p>CAPITALISED TERMS HAVE THE SAME MEANING GIVEN TO THEM IN THE ARTICLES OF ASSOCIATION OF THE COMPANY ADOPTED ON 13 OCTOBER 2020. RIGHTS TO INCOME SUBJECT TO THE INVESTMENT AGREEMENT, ANY PROFITS WHICH THE DIRECTORS MAY LAWFULLY DETERMINE TO DISTRIBUTE SHALL BE DISTRIBUTED AMONGST THE ORDINARY SHARES HOLDERS ON A PRO RATA BASIS BASED ON THE NUMBER OF SHARES HELD BY EACH. RIGHTS TO CAPITAL SUBJECT TO ARTICLES 4.1.2(B) AND 4.1.2(C), ON A REALISATION EVENT, THE SHAREHOLDER PROCEEDS SHALL BE DISTRIBUTED AS AT THE DATE ON WHICH COMPLETION OF SUCH REALISATION EVENT TAKES PLACES ON THE FOLLOWING BASIS: STEP 1: TEST THE HURDLE: THE SHAREHOLDER PROCEEDS SHALL (ON A NOTIONAL BASIS) BE DISTRIBUTED AMONGST THE ORDINARY SHARES HOLDERS ON A PRO RATA BASIS BASED ON THE NUMBER OF SHARES HELD BY EACH AND PARI PASSU AS IF ALL SUCH ORDINARY SHARES CONSTITUTED A SINGLE CLASS (THE "NO-RATCHET PRO-RATA ALLOCATION"). FOR THIS PURPOSE, ORDINARY SHARES SHALL INCLUDE: ALL ISSUED ORDINARY SHARES, ALL ISSUED OR UNISSUED ORDINARY SHARES THAT ARE AVAILABLE TO BE ALLOCATED OR ISSUED PURSUANT TO THE INVESTMENT AGREEMENT, ANY OPTIONS, RIGHTS TO ACQUIRE AND/OR WHICH THE COMPANY HAS PROMISED OR AGREED TO ALLOCATE HAVE BEEN ISSUED, UNLESS IT HAS BEEN AGREED OTHERWISE BY THE RELEVANT PARTIES THAT ANY SUCH SHARES SHOULD NOT BE ISSUED. STEP 2: HURDLE NOT ACHIEVED: IF STEP 1 RESULTS IN THE HURDLE NOT BEING ACHIEVED (OR THE PROVISIO AT THE END OF STEP 3 APPLIES), NO RATCHET SHALL APPLY, SUBJECT TO ARTICLE 4.1.2(C) BELOW, AND THE NO-RATCHET PRO-RATA ALLOCATION SHALL BE ACTUALLY APPLIED IN RESPECT OF THE ALLOCATION OF SHAREHOLDER PROCEEDS AS AT THE DATE ON WHICH COMPLETION OF THE RELEVANT REALISATION EVENT TAKES PLACE (AND THE FOLLOWING STEP 3 SHALL NOT APPLY (AND THERE SHALL BE NO CONVERSION OF A ORDINARY SHARES)). STEP 3: HURDLE IS ACHIEVED: IF STEP 1 RESULTS IN THE HURDLE BEING ACHIEVED, THE RATCHET SHALL APPLY AS FOLLOWS: SUBJECT TO ARTICLE 4.1.2(C), IMMEDIATELY PRIOR TO BUT CONDITIONAL UPON THE COMPLETION OF THE REALISATION EVENT TAKING PLACE: (A) A ORDINARY SHARES SHALL BE CONVERTED INTO DEFERRED SHARES SUCH THAT IMMEDIATELY FOLLOWING SUCH CONVERSION (BUT IMMEDIATELY PRIOR TO THE REALISATION EVENT) THE B, C AND D ORDINARY SHARES HOLDERS SHALL BE ENTITLED TO AN ADDITIONAL 5% IN AGGREGATE (OR AS NEAR THERETO) OF THE AMOUNT BY WHICH THE SHAREHOLDER PROCEEDS EXCEED THE TOTAL AMOUNT OF THE SHAREHOLDER PROCEEDS WHICH THE SHAREHOLDER PROCEEDS EXCEED THE TOTAL AMOUNT OF THE SHAREHOLDER PROCEEDS WHICH ARE REQUIRED TO BE ALLOCATED TO THE ISSUED ORDINARY SHARES HOLDERS (AS REFERRED TO IN AND IN ACCORDANCE WITH</p>

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

Class of share	A ORDINARY	
Prescribed particulars	<p>STEP 1) IN ORDER THAT THE HURDLE IS ACHIEVED (THE "A SHARE CONVERSION"); AND (B) FOLLOWING THE A SHARE CONVERSION AND SUBJECT TO ARTICLE 4.1.2(C), THE SHAREHOLDER PROCEEDS SHALL BE DISTRIBUTED AS AT THE DATE ON WHICH THE RELEVANT REALISATION EVENT TAKES PLACE AMONGST THE HOLDERS OF ORDINARY SHARES ON A PRO RATA BASIS BASED ON A NUMBER OF SHARES HELD BY EACH AND PARI PASSU AS IF ALL ORDINARY SHARES CONSTITUTED A SINGLE CLASS; PROVIDED THAT NONE OF THE FOREGOING WILL APPLY IF AND TO THE EXTENT THAT IT RESULTS IN THE INVESTORS BEING ENTITLED TO LESS THAN THE VALUE OF "B" AS STATED IN THE DEFINITION OF THE HURDLE (IN WHICH CASE STEP 2 WOULD APPLY). RIGHTS TO VOTING SUBJECT TO ARTICLES 4.3 AND 14.3, EACH HOLDER OF A ORDINARY SHARES SHALL HAVE ONE VOTE FOR EVERY SUCH SHARE HELD. RIGHTS TO REDEMPTION THE A ORDINARY SHARES ARE NOT TO BE REDEEMED OR LIABLE TO BE REDEEMED AT THE OPTION OF THE COMPANY OR THE SHAREHOLDER.</p>	

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Class of share	C ORDINARY	
Prescribed particulars	<p>STEP 1) IN ORDER THAT THE HURDLE IS ACHIEVED (THE "A SHARE CONVERSION"); AND (B) FOLLOWING THE A SHARE CONVERSION AND SUBJECT TO ARTICLE 4.1.2(C), THE SHAREHOLDER PROCEEDS SHALL BE DISTRIBUTED AS AT THE DATE ON WHICH THE RELEVANT REALISATION EVENT TAKES PLACE AMONGST THE HOLDERS OF ORDINARY SHARES ON A PRO RATA BASIS BASED ON A NUMBER OF SHARES HELD BY EACH AND PARI PASSU AS IF ALL ORDINARY SHARES CONSTITUTED A SINGLE CLASS; PROVIDED THAT NONE OF THE FOREGOING WILL APPLY IF AND TO THE EXTENT THAT IT RESULTS IN THE INVESTORS BEING ENTITLED TO LESS THAN THE VALUE OF "B" AS STATED IN THE DEFINITION OF THE HURDLE (IN WHICH CASE STEP 2 WOULD APPLY). RIGHTS TO VOTING SUBJECT TO ARTICLES 4.3 AND 14.3, EACH HOLDER OF C ORDINARY SHARES SHALL HAVE ONE VOTE FOR EVERY SUCH SHARE HELD. RIGHTS TO REDEMPTION THE C ORDINARY SHARES ARE NOT TO BE REDEEMED OR LIABLE TO BE REDEEMED AT THE OPTION OF THE COMPANY OR THE SHAREHOLDER.</p>	

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

Class of share	D ORDINARY
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