



SH01

Return of allotment of shares



Companies House

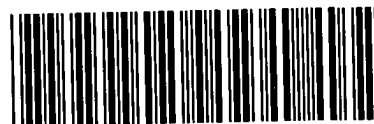


Go online to file this information
www.gov.uk/companieshouse

✓ **What this form is for**
You may use this form to give notice of shares allotted following incorporation.

✗ **What this form is for**
You cannot use this form to give notice of shares allotted following formation of the company for an allotment of shares by an unlimited company.

TUESDAY



A8H3RCWJ

A16

29/10/2019

#251

COMPANIES HOUSE

lease
ouse

1 Company details

Company number 1 2 1 7 9 7 2 3

Company name in full ULVA HOLDINGS 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 3 0 0 9 2 0 1 9
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
£	A1 ORDINARY	74,324,320	0.0000001	0.0000001	0
£	A2 ORDINARY	22,972,973	0.0000001	0.0000001	0
£	A3 ORDINARY	2,702,703	0.0000001	0.0000001	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.

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) Number of shares issued multiplied by nominal value	Total aggregate amount unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium
Complete a separate table for each currency	E.g. Ordinary/Preference etc.			
Currency table A				
£	A1 ORDINARY	74,324,324	7.4324324	
£	A2 ORDINARY	22,972,973	2.2972973	
£	A3 ORDINARY	2,702,703	0.2702703	
Totals		100,000,000	10	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
55,893,459,000,000	5,589,345.9	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

A1 ORDINARY

Prescribed particulars
1

Each A1 Ordinary shareholder shall have the right to vote and exercise one vote per share.

Each A1 Ordinary shareholder shall have the right to participate in any distributions in respect of any available profits derived from the Company's shareholding in ULVA (Available ULVA Profits) subject to the payment of the Preference 1 Share Dividend and the balance of any sums that would have been paid to Preference 1 Shareholders as a Preference 1 Dividend in previous years has there been sufficient Available ULVA Profits.

Please see continuation page.

Class of share

A2 ORDINARY

Prescribed particulars
1

Each A2 Ordinary shareholder shall have the right to vote and exercise one vote per share.

Each A2 Ordinary shareholder shall have the right to participate in any distributions in respect of any available profits derived from the Company's shareholding in Fullflow (Available Fullflow Profits) subject to the payment of the Preference 2 Share Dividend and the balance of any sums that would have been paid to Preference 2 Shareholders as a Preference 2 Dividend in previous years has there been sufficient Available Fullflow Profits.

Please see continuation page.

Class of share

A3 ORDINARY

Prescribed particulars
1

Each A3 Ordinary shareholder shall have the right to vote and exercise one vote per share.

Each A3 Ordinary shareholder shall have the right to participate in any distributions in respect of any available profits derived from the Company's shareholding in SWP (Available SWP Profits) subject to the payment of the Preference 3 Share Dividend and the balance of any sums that would have been paid to Preference 3 Shareholders as a Preference 3 Dividend in previous years has there been sufficient Available SWP Profits.

Please see continuation page.

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.

6 Signature

I am signing this form on behalf of the company.

Signature

Signature

X  X

This form may be signed by:

Director 2, Secretary, Person authorised 1, 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

Company name

Austin Moore & Partners LLP

Address

7 The Ropewalk

Post town

Nottingham

County/Region

Postcode

N

G

1

5

D

U

Country

DX

Telephone

0115 958 3043



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

Shares allotted

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

[illegible]

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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
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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 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
£	B1 ORDINARY	6,970,878,378	697.0878378	
£	B2 ORDINARY	2,154,635,135	215.4635135	
£	B3 ORDINARY	253,486,486	25.3486486	
£	PREFERENCE 1	41,535,390,540,541	41,535,390.0540541	
£	PREFERENCE 2	12,838,211,621,622	12,838,211.621622	
£	PREFERENCE 3	1,510,377,837,838	151,037.7837838	
Totals		55,843,359,000,000	5,589,335.9	0

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	A1 ORDINARY	
Prescribed particulars	<p>On a return of assets on liquidation, reduction of capital or otherwise (other than a redemption of Ordinary Shares (or Preference Shares) or the purchase by the Company of its own Ordinary Shares (or Preference Shares)), the surplus assets of the Company remaining after payment of its liabilities and available for distribution shall be applied (i) first to the holders of Preference Shares an amount equal to the subscription price paid for such shares (ii) second in paying £12,705,010 in aggregate apportioned as follows: £9,442,912 to the holders of A1 Ordinary shares, £2,918,718 to the holders of A2 Ordinary Shares and £343,379 to the holders of A3 Ordinary Shares (iii) to A1 Ordinary Shares and B1 Ordinary Shares (as if one class) the balance of the return of proceeds to the extent that such proceeds derive from ULVA, to A2 Ordinary Shares and B2 Ordinary Shares (as if one class) the balance of the return of proceeds to the extent that such proceeds derive from Fullflow and to A3 Ordinary Shares and B3 Ordinary Shares (as if one class) the balance of the return of proceeds to the extent that such proceeds derive from SWP.</p>	

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

Class of share	A2 ORDINARY	
Prescribed particulars	<p>On a return of assets on liquidation, reduction of capital or otherwise (other than a redemption of Ordinary Shares (or Preference Shares) or the purchase by the Company of its own Ordinary Shares (or Preference Shares), the surplus assets of the Company remaining after payment of its liabilities and available for distribution shall be applied (i) first to the holders of Preference Shares an amount equal to the subscription price paid for such shares (ii) second in paying £12,705,010 in aggregate apportioned as follows: £9,442,912 to the holders of A1 Ordinary shares, £2,918,718 to the holders of A2 Ordinary Shares and £343,379 to the holders of A3 Ordinary Shares (iii) to A1 Ordinary Shares and B1 Ordinary Shares (as if one class) the balance of the return of proceeds to the extent that such proceeds derive from ULVA, to A2 Ordinary Shares and B2 Ordinary Shares (as if one class) the balance of the return of proceeds to the extent that such proceeds derive from Fullflow and to A3 Ordinary Shares and B3 Ordinary Shares (as if one class) the balance of the return of proceeds to the extent that such proceeds derive from SWP.</p>	

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Return of allotment of shares

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

Class of share	A3 ORDINARY	
Prescribed particulars	<p>On a return of assets on liquidation, reduction of capital or otherwise (other than a redemption of Ordinary Shares (or Preference Shares) or the purchase by the Company of its own Ordinary Shares (or Preference Shares), the surplus assets of the Company remaining after payment of its liabilities and available for distribution shall be applied (i) first to the holders of Preference Shares an amount equal to the subscription price paid for such shares (ii) second in paying £12,705,010 in aggregate apportioned as follows: £9,442,912 to the holders of A1 Ordinary shares, £2,918,718 to the holders of A2 Ordinary Shares and £343,379 to the holders of A3 Ordinary Shares (iii) to A1 Ordinary Shares and B1 Ordinary Shares (as if one class) the balance of the return of proceeds to the extent that such proceeds derive from ULVA, to A2 Ordinary Shares and B2 Ordinary Shares (as if one class) the balance of the return of proceeds to the extent that such proceeds derive from Fullflow and to A3 Ordinary Shares and B3 Ordinary Shares (as if one class) the balance of the return of proceeds to the extent that such proceeds derive from SWP.</p>	

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

Class of share	B1 ORDINARY	
Prescribed particulars	<p>Each B1 Ordinary shareholder shall have the right to vote and exercise one vote per share.</p> <p>Each B1 Ordinary shareholder shall have the right to participate in any distributions in respect of any available profits derived from the Company's shareholding in ULVA (Available ULVA Profits) subject to the payment of the Preference 1 Share Dividend and the balance of any sums that would have been paid to Preference 1 Shareholders as a Preference 1 Dividend in previous years has there been sufficient Available ULVA Profits.</p> <p>On a return of assets on liquidation, reduction of capital or otherwise (other than a redemption of Ordinary Shares (or Preference Shares) or the purchase by the Company of its own Ordinary Shares (or Preference Shares)), the surplus assets of the Company remaining after payment of its liabilities and available for distribution shall be applied (i) first to the holders of Preference Shares an amount equal to the subscription price paid for such shares (ii) second in paying £12,705,010 in aggregate apportioned as follows: £9,442,912 to the holders of A1 Ordinary shares, £2,918,718 to the holders of A2 Ordinary Shares and £343,379 to the holders of A3 Ordinary Shares (iii) to A1 Ordinary Shares and B1 Ordinary Shares (as if one class) the balance of the return of proceeds to the extent that such proceeds derive from ULVA, to A2 Ordinary Shares and B2 Ordinary Shares (as if one class) the balance of the return of proceeds to the extent that such proceeds derive from Fullflow and to A3 Ordinary Shares and B3 Ordinary Shares (as if one class) the balance of the return of proceeds to the extent that such proceeds derive from SWP.</p>	

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

Class of share	B2 ORDINARY	
Prescribed particulars	<p>Each B2 Ordinary shareholder shall have the right to vote and exercise one vote per share.</p> <p>Each B2 Ordinary shareholder shall have the right to participate in any distributions in respect of any available profits derived from the Company's shareholding in Fullflow (Available Fullflow Profits) subject to the payment of the Preference 2 Share Dividend and the balance of any sums that would have been paid to Preference 2 Shareholders as a Preference 2 Dividend in previous years has there been sufficient Available Fullflow Profits.</p> <p>On a return of assets on liquidation, reduction of capital or otherwise (other than a redemption of Ordinary Shares (or Preference Shares) or the purchase by the Company of its own Ordinary Shares (or Preference Shares)), the surplus assets of the Company remaining after payment of its liabilities and available for distribution shall be applied (i) first to the holders of Preference Shares an amount equal to the subscription price paid for such shares (ii) second in paying £12,705,010 in aggregate apportioned as follows: £9,442,912 to the holders of A1 Ordinary shares, £2,918,718 to the holders of A2 Ordinary Shares and £343,379 to the holders of A3 Ordinary Shares (iii) to A1 Ordinary Shares and B1 Ordinary Shares (as if one class) the balance of the return of proceeds to the extent that such proceeds derive from ULVA, to A2 Ordinary Shares and B2 Ordinary Shares (as if one class) the balance of the return of proceeds to the extent that such proceeds derive from Fullflow and to A3 Ordinary Shares and B3 Ordinary Shares (as if one class) the balance of the return of proceeds to the extent that such proceeds derive from SWP.</p>	

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

Class of share	B3 ORDINARY	
Prescribed particulars	<p>Each B3 Ordinary shareholder shall have the right to vote and exercise one vote per share.</p> <p>Each B3 Ordinary shareholder shall have the right to participate in any distributions in respect of any available profits derived from the Company's shareholding in SWP (Available SWP Profits) subject to the payment of the Preference 3 Share Dividend and the balance of any sums that would have been paid to Preference 3 Shareholders as a Preference 3 Dividend in previous years has there been sufficient Available SWP Profits.</p> <p>On a return of assets on liquidation, reduction of capital or otherwise (other than a redemption of Ordinary Shares (or Preference Shares) or the purchase by the Company of its own Ordinary Shares (or Preference Shares)), the surplus assets of the Company remaining after payment of its liabilities and available for distribution shall be applied (i) first to the holders of Preference Shares an amount equal to the subscription price paid for such shares (ii) second in paying £12,705,010 in aggregate apportioned as follows: £9,442,912 to the holders of A1 Ordinary shares, £2,918,718 to the holders of A2 Ordinary Shares and £343,379 to the holders of A3 Ordinary Shares (iii) to A1 Ordinary Shares and B1 Ordinary Shares (as if one class) the balance of the return of proceeds to the extent that such proceeds derive from ULVA, to A2 Ordinary Shares and B2 Ordinary Shares (as if one class) the balance of the return of proceeds to the extent that such proceeds derive from Fullflow and to A3 Ordinary Shares and B3 Ordinary Shares (as if one class) the balance of the return of proceeds to the extent that such proceeds derive from SWP.</p>	

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

Class of share	PREFERENCE 1	
Prescribed particulars	<p>Each Preference 1 shareholder shall be entitled to receive notice of and attend any general meeting of the Company but shall not be entitled to vote.</p> <p>Each Preference 1 Shareholder shall have a right, before any available profits derived from the Company's shareholding in ULVA (Available ULVA Profits) are applied to reserve or for other purposes, to a fixed cumulative preferential dividend payable in cash (Preference 1 Share Dividend) at the annual rate of 3% of the nominal value of each Preference 1 Share, to be paid as the Company shall agree with the holders of the Preference 1 Shares but in any event on a Sale of a Listing or other return of assets. If there should be insufficient Available ULVA Profits in any financial year to pay the full amount of the Preference 1 Share Dividend, the Preference 1 Share Dividend will be payable in such part as will utilise all Available ULVA Profits for the relevant financial year, and the balance of the Preference 1 Share Dividend for such year shall be carried forward to the subsequent year(s).</p> <p>On a return of assets on liquidation, reduction of capital or otherwise (other than a redemption of Ordinary Shares (or Preference Shares) or the purchase by the Company of its own Ordinary Shares (or Preference Shares)), the surplus assets of the Company remaining after payment of its liabilities and available for distribution shall be applied (i) first to the holders of Preference Shares an amount equal to the subscription price paid for such shares (ii) second in paying £12,705,010 in aggregate apportioned as follows: £9,442,912 to the holders of A1 Ordinary shares, £2,918,718 to the holders of A2 Ordinary Shares and £343,379 to the holders of A3 Ordinary Shares (iii) to A1 Ordinary Shares and B1 Ordinary Shares (as if one class) the balance of the return of proceeds to the extent that such proceeds derive from ULVA, to A2 Ordinary Shares and B2 Ordinary Shares (as if one class) the balance of the return of proceeds to the extent that such proceeds derive from Fullflow and to A3 Ordinary Shares and B3 Ordinary Shares (as if one class) the balance of the return of proceeds to the extent that such proceeds derive from SWP.</p>	

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

Class of share	PREFERENCE 2	
Prescribed particulars	<p>Each Preference 2 shareholder shall be entitled to receive notice of and attend any general meeting of the Company but shall not be entitled to vote.</p> <p>Each Preference 2 Shareholder shall have a right, before any available profits derived from the Company's shareholding in Fullflow (Available Fullflow Profits) are applied to reserve or for other purposes, to a fixed cumulative preferential dividend payable in cash (Preference 2 Share Dividend) at the annual rate of 3% of the nominal value of each Preference 2 Share, to be paid as the Company shall agree with the holders of the Preference 2 Shares but in any event on a Sale of a Listing or other return of assets. If there should be insufficient Available Fullflow Profits in any financial year to pay the full amount of the Preference 2 Share Dividend, the Preference 2 Share Dividend will be payable in such part as will utilise all Available Fullflow Profits for the relevant financial year, and the balance of the Preference 2 Share Dividend for such year shall be carried forward to the subsequent year(s).</p> <p>On a return of assets on liquidation, reduction of capital or otherwise (other than a redemption of Ordinary Shares (or Preference Shares) or the purchase by the Company of its own Ordinary Shares (or Preference Shares)), the surplus assets of the Company remaining after payment of its liabilities and available for distribution shall be applied (i) first to the holders of Preference Shares an amount equal to the subscription price paid for such shares (ii) second in paying £12,705,010 in aggregate apportioned as follows: £9,442,912 to the holders of A1 Ordinary shares, £2,918,718 to the holders of A2 Ordinary Shares and £343,379 to the holders of A3 Ordinary Shares (iii) to A1 Ordinary Shares and B1 Ordinary Shares (as if one class) the balance of the return of proceeds to the extent that such proceeds derive from ULVA, to A2 Ordinary Shares and B2 Ordinary Shares (as if one class) the balance of the return of proceeds to the extent that such proceeds derive from Fullflow and to A3 Ordinary Shares and B3 Ordinary Shares (as if one class) the balance of the return of proceeds to the extent that such proceeds derive from SWP.</p>	

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

Class of share	PREFERENCE 3	
Prescribed particulars	<p>Each Preference 3 shareholder shall be entitled to receive notice of and attend any general meeting of the Company but shall not be entitled to vote.</p> <p>Each Preference 3 Shareholder shall have a right, before any available profits derived from the Company's shareholding in SWP (Available SWP Profits) are applied to reserve or for other purposes, to a fixed cumulative preferential dividend payable in cash (Preference 3 Share Dividend) at the annual rate of 3% of the nominal value of each Preference 3 Share, to be paid as the Company shall agree with the holders of the Preference 3 Shares but in any event on a Sale of a Listing or other return of assets. If there should be insufficient Available SWP Profits in any financial year to pay the full amount of the Preference 3 Share Dividend, the Preference 3 Share Dividend will be payable in such part as will utilise all Available SWP Profits for the relevant financial year, and the balance of the Preference 3 Share Dividend for such year shall be carried forward to the subsequent year(s).</p> <p>On a return of assets on liquidation, reduction of capital or otherwise (other than a redemption of Ordinary Shares (or Preference Shares) or the purchase by the Company of its own Ordinary Shares (or Preference Shares)), the surplus assets of the Company remaining after payment of its liabilities and available for distribution shall be applied (i) first to the holders of Preference Shares an amount equal to the subscription price paid for such shares (ii) second in paying £12,705,010 in aggregate apportioned as follows: £9,442,912 to the holders of A1 Ordinary shares, £2,918,718 to the holders of A2 Ordinary Shares and £343,379 to the holders of A3 Ordinary Shares (iii) to A1 Ordinary Shares and B1 Ordinary Shares (as if one class) the balance of the return of proceeds to the extent that such proceeds derive from ULVA, to A2 Ordinary Shares and B2 Ordinary Shares (as if one class) the balance of the return of proceeds to the extent that such proceeds derive from Fullflow and to A3 Ordinary Shares and B3 Ordinary Shares (as if one class) the balance of the return of proceeds to the extent that such proceeds derive from SWP.</p>	