

Return of allotment of shares





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. Y What this form is NOT for You cannot use this form to notice of shares taken by su on formation of the compar for an allotment of a new cl shares by an unlimited com



A12 21/06/2022 COMPANIES HOUSE #263

1	Con	npa	ny d	letai	ils					
Company number	1	4	0	6	0	1	6	0		
Company name in full	RA	BBII	E'S G	ROU	PHO	DLDI	NGS	LIMITED		
							-			

→ Filling in this form Please complete in typescript or in bold black capitals.

All fields are mandatory unless specified or indicated by *

2	All	otmer	nt date:	s o				
From Date	^d 2	d ₆	$\lceil \overline{\delta} \rceil$	^m 5	^y 2	y ₀	^y 2	^y 2
To Date	d	d ,	m	m	У	у	у	У

Shares allotted

• 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.

	Please give details of the shares (Please use a continuation page		s shares.	Ocurrency If currency det completed we is in pound ste	will assume currency
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	A ORDINARY	35,184	0.01	0.01	0
GBP	B ORDINARY	54,815	0.01	198.960138648	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)

54,815 B ordinary shares of £0.01 each were allotted and issued in partial consideration for the sale of (i) 598 A ordinary shares of £1.00 each in Rabbie's Trail Burners Limited; and (ii) 540 B ordinary shares of £1.00 each in Rabbie's Trail Burners Limited.

Return of allotment of shares

	Complete Ashirit Ashiri and the state of the	and the second section of		C4:	<u> </u>
	Complete the table(s) below to show the issumhich this return is made up.	ied share capital at the		Please use	tion page e a Statement of Capital ion page if necessary.
	Complete a separate table for each curre example, add pound sterling in 'Currency table		. For	continuat	ion page ii necessary.
Currency	Class of shares	Number of shares	Aggregate nomii		Total aggregate amoun
Complete a separate table for each currency	E.g. Ordinary/Preference etc.	·	Number of shares i	ssued	unpaid, if any (£, €, \$, e Including both the nominal value and any share premit
Currency table A		Γ			
GBP	A ORDINARY	35184	351.84	· ·	
GBP	B ORDINARY	54816	548.16		
	Totals	90000	900		0
Currency table B		· · · · · · · · · · · · · · · · · · ·			
					a
			,		
	Totals			· - · · ·	
Currency table C			·-	 -	
·			<u> </u>		
	-	F			
	Totals	<u> </u>		·	
		<u> </u>			
	able to show your total issued share capital. Add the	Total number of shares	Total aggregate	nominal	Total aggregate amoun
totals from all currency ta	bles, including continuation pages.		value Show different cur separately. For exa £100 + €100 + \$10	mple:	unpaid ① Show different currencies separately. For example: £100 + €100 + \$10
	Grand total	90000	900		0

• 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.

Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached shares)	to
	Please give the prescribed particulars of rights attached to shares for each class of share shown in the share capital tables in Section 4 .	Prescribed particulars of rights attached to shares
Class of share	Please see continuation pages	The particulars are: a particulars of any voting rights,
Prescribed particulars		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.
Class of share		A separate table must be used for each class of share.
Prescribed particulars •		Continuation page Please use a Statement of Capital continuation page if necessary.
Class of share		
Prescribed particulars •		
6	Signature	
	I am signing this form on behalf of the company.	② Societas Europaea
Signature	Signature X DocuSigned by: 5555828C1886345C This form may be signed by: Director ② Secretary, Person authorised ③, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.	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.

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	CMS
Address	SALTIRE COURT
20 CAST	LE TERRACE
٠	
Post town	EDINBURGH
County/Region	
Postcode	E H 1 2 E N
Country	UNITED KINGDOM
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 3U7.

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

Class of share	A ORDINARY	
rescribed particulars		
, 	Defintions:	
	A Ordinary Shares: A ordinary shares of £0.01 each in the capital of the Company, having attached to them the rights set out in the Articles.	
	Act: the Companies Act 2006 (including any statutory modifications or re-enactment therefore the time being in force).	
	Articles: the Company's articles of association for the time being in force.	
·	Asset Sale: the disposal by one or more members of the Group of all or substantially all of the business, undertakings and assets of the Group.	
	B Ordinary Shares: B ordinary shares of £0.01 each in the capital of the Company, having attached to them the rights set out in the Articles.	
	C Ordinary Shares: C ordinary shares of £0.01 each in the capital of the Company, having attached to them the rights set out in the Articles.	
	Companies Acts: has the meaning given to it in the Act.	
	Connected Person: has the meaning given in section 1122 of the Taxes Act, such a person being Connected.	1
	Exit Date: the earliest date on which a Realisation occurs.	
	Exit Value:	
	(a) in the event of a Listing, the aggregate value of all of the Shares for which a Listing is obtained (excluding any new shares issued for new consideration as part of arrangements relating to the Listing) such value being, in the case of an offer for sale, the underwritten price (or if applicable the minimum tender price) or, in the case of a placing, the placing price, in respect of each Share;	·
	(b) in the event of a Sale, the aggregate consideration (whether that consideration is to be satisfied in cash, shares, loan stock or a combination thereof or otherwise) payable pursuant to an agreement or offer in respect of the Sale (and including the value of any Non- Cash Consideration), for the avoidance of doubt disregarding any amount paid in respect of the payment of outstanding principal and accrued interest in respect of (i) any loan notes issued by the Company to the Shareholders; and (ii) any loans	
	made by the Investors to the Company, in each case at that time; Please see continuation page.	·

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

Class of share

A ORDINARY

Prescribed particulars

(c) in the event of an Asset Sale, the aggregate consideration (whether that consideration is to be satisfied in cash, shares, loan stock or a combination thereof or otherwise) payable pursuant to an agreement or offer in respect of the acquisition of the relevant assets (and including the value of any Non-Cash Consideration) after deducting the amount of the principal and accrued interest in respect of (i) any loan notes issued to the Shareholders; (ii) any loans made by the Investors to the Company; and (iii) external debt finance, in each case at that time (save to the extent that such loan notes, loans, external debt finance and accrued interest shall be repaid upon such Asset Sale).

Group: the Company and any company which is a subsidiary of the Company, any holding company of the Company and any subsidiary of such holding company and member of the Group and Group Company shall be construed accordingly.

Holder: in respect of any Share the person or persons for the time being registered by the Company as the holder(s) of that Share.

Investor Consent: the prior written consent of the Investor Majority (including any conditions to which such consent or approval is subject).

Investor Majority: the Holders of more than 50 per cent of the A Ordinary Shares for the time being in issue.

Investors: Piper Private Equity Fund VII LP (Registered No: LP022113) of Eardley House, 182-184 Campden Hill Road, London W8 7AS and Piper Investment IV Limited (Registered No: 05491737) of Eardley House 182-184 Campden Hill Road, London W8 7AS, including any of their respective nominees, and any subsequent Permitted Transferees and their respective nominees (each an Investor).

Listing: Either: (a) the admission by the UK Listing Authority of all or any class of the issued equity share capital of the Company to the Official List and admission to the London Stock Exchange plc's market for listed securities, and such admissions becoming effective;

- (b) the granting of permission by the London Stock Exchange plc for the admission of all or any class of the issued equity share capital of the Company to trading on the AIM market of the London Stock Exchange plc, and such permission becoming effective; or
- (c) any equivalent admission to, or permission to deal or trade on, any other Recognised Investment Exchange becoming unconditionally effective in relation to all or any of the issued equity share capital of the Company.

Please see continuation page.

5	Statement of capital (prescribed particulars of rights attached to share	es)
lass of share	A ORDINARY	
rescribed particulars	Non-Cash Consideration: (a) any consideration in relation to the relevant Realisation which is payable otherwise than in cash but which is capable of valuation as at the Exit Date (including any Shares which are not sold in a Listing but which are held by the members following the Listing); and/or	
	(b) any consideration (whether in cash or otherwise) which is deferred or otherwise not payable on completion of the relevant Realisation but which is capable of valuation as at the Exit Date.	
	Permitted Transferees: any person to whom a Shareholder is permitted to transfer their Shares under Articles 9.1 to 9.3 (inclusive).	,
	Realisation: a Sale, Listing or any distribution of proceeds to Shareholders following an Asset Sale.	
	Recognised Investment Exchange: has the meaning defined in section 285 (1)(a) of the Financial Services and Markets Act 2000.	
	Sale: the making of one or more related agreements (whether conditional or not but which agreement(s) become(s) unconditional) for the disposal, transfer, purchase, subscription or renunciation of Shares as a result of which any person (or persons Connected with each other, or persons acting in concert with each other) would hold or acquire beneficial ownership of or over that number of Shares which in aggregate confers more than 50 per cent, of the voting rights normally exercisable at general meetings of the Company provided that there shall be no Sale as a result of:	
	(a) any transfer pursuant to Article 9 (Permitted Transfers), other than any transfer which is permitted under Article 9.6;	
	(b) any form of capital reorganisation or scheme of arrangement or the like under the Act or the Insolvency Act 1986 (as amended from time to time) or otherwise, whether or not any person (or persons connected with each other or persons acting in concert with each other) would acquire directly or indirectly beneficial ownership of or over that number of shares in the Company which in aggregate confers more than 50 percent of the voting rights normally exercisable at general meetings of the Company.	
	Shareholder: a Holder of any of the Shares for the time being and Shareholders means all such Holders of Shares for the time being.	
	Shares: the A Ordinary Shares, the B Ordinary Shares and the C Ordinary shares and any other shares for the time being of the Company (each a Share).	
	Please see continuation page.	

5	Statement of capital (prescribed particulars of rights attached
Class of share	A ORDINARY
Prescribed particulars	Rights attaching to shares:
	Voting: each Holder of A Ordinary Shares shall be entitled to receive notice of and to attend and speak at all general meetings of the Company. and shall, on a show of hands, have one vote each and, on a poll, have one vote for each such Share held by them respectively.
·	Dividend: Dividends may only be declared and/or paid with Investor Consent. If such consent is given, the A Ordinary Shares and B Ordinary Shares shall rank (pro rata) equally for any dividend declared by the Company.
	Return of Capital: In the event of a Realisation or in the event of a winding up of the Company, or other return of capital, the assets of the Company available for distribution to the shareholders after payment of all debts and liabilities of the Company (including all principal and accrued interest in respect of any loan notes issued to the shareholders at the time) and of the costs, charges and expenses of any such winding up shall be applied as follows:
	(i) if the Exit Value is equal to or less than £10,906,000 the Exit Value shall be divided between the number of A Ordinary Shares and B Ordinary Shares in issue and subject to the Realisation and shall be shared equally amongst the Holders of such Shares in respect of each such Share which they shall hold, as if they constituted a single class;
	(b) any balance of the Exit Value shall be divided between the number of A Ordinary Shares, B Ordinary Shares and C Ordinary Shares in issue and suj
	(ii) if the Exit Value is more than £10,906,000:
	(A) first, an amount of the Exit Value equal to £10,906,000 shall be divided between the number of A Ordinary Shares and B Ordinary Shares in issue and subject to the Realisation and shall be shared equally amongst the Holders of such Shares in respect of each such Share which they shall hold, as if they constituted a single class;
·	(B) any balance of the Exit Value shall be divided between the number of A Ordinary Shares, B Ordinary Shares and C Ordinary Shares in issue and subject to the Realisation and shall be shared equally amongst the Holders of such Shares in respect of each such Share which they shall hold, as if they constituted a single class.
	Redemption: A Ordinary shares do not have attached to them redemption rights.
	Please see cotinuation page.

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	A Ordinary Shares: A ordinary shares of £0.01 each in the capital of the Company, having attached to them the rights set out in the Articles.	
	Act: the Companies Act 2006 (including any statutory modifications or re-enactment therefore the time being in force).	
	Articles: the Company's articles of association for the time being in force.	
	Asset Sale: the disposal by one or more members of the Group of all or substantially all of the business, undertakings and assets of the Group.	
	B Ordinary Shares: B ordinary shares of £0.01 each in the capital of the Company, having attached to them the rights set out in the Articles.	
,	C Ordinary Shares: C ordinary shares of £0.01 each in the capital of the Company, having attached to them the rights set out in the Articles.	
	Companies Acts: has the meaning given to it in the Act.	
	Connected Person: has the meaning given in section 1122 of the Taxes Act, such a person being Connected.	
	Exit Date: the earliest date on which a Realisation occurs.	
	Exit Value:	
	(a) in the event of a Listing, the aggregate value of all of the Shares for which a Listing is obtained (excluding any new shares issued for new consideration as part of arrangements relating to the Listing) such value being, in the case of an offer for sale, the underwritten price (or if applicable the minimum tender price) or, in the case of a placing, the placing price, in respect of each Share;	
	(b) in the event of a Sale, the aggregate consideration (whether that consideration is to be satisfied in cash, shares, loan stock or a combination thereof or otherwise) payable pursuant to an agreement or offer in respect of the Sale (and including the value of any Non- Cash Consideration), for the avoidance of doubt disregarding any amount paid in respect of the payment of outstanding principal and accrued interest in respect of (i) any loan notes issued by the Company to the Shareholders; and (ii) any loans made by the Investors to the Company, in each case at that time;	
	Please see continuation page.	

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

Class of share

B ORDINARY

Prescribed particulars

(c) in the event of an Asset Sale, the aggregate consideration (whether that consideration is to be satisfied in cash, shares, loan stock or a combination thereof or otherwise) payable pursuant to an agreement or offer in respect of the acquisition of the relevant assets (and including the value of any Non-Cash Consideration) after deducting the amount of the principal and accrued interest in respect of (i) any loan notes issued to the Shareholders; (ii) any loans made by the Investors to the Company; and (iii) external debt finance, in each case at that time (save to the extent that such loan notes, loans, external debt finance and accrued interest shall be repaid upon such Asset Sale).

Group: the Company and any company which is a subsidiary of the Company, any holding company of the Company and any subsidiary of such holding company and member of the Group and Group Company shall be construed accordingly.

Holder: in respect of any Share the person or persons for the time being registered by the Company as the holder(s) of that Share.

Investor Consent: the prior written consent of the Investor Majority (including any conditions to which such consent or approval is subject).

Investor Majority: the Holders of more than 50 per cent of the A Ordinary Shares for the time being in issue.

Investors: Piper Private Equity Fund VII LP (Registered No: LP022113) of Eardley House, 182-184 Campden Hill Road, London W8 7AS and Piper Investment IV Limited (Registered No: 05491737) of Eardley House 182-184 Campden Hill Road, London W8 7AS, including any of their respective nominees, and any subsequent Permitted Transferees and their respective nominees (each an Investor).

Listing: Either: (a) the admission by the UK Listing Authority of all or any class of the issued equity share capital of the Company to the Official List and admission to the London Stock Exchange plc's market for listed securities, and such admissions becoming effective;

- (b) the granting of permission by the London Stock Exchange plc for the admission of all or any class of the issued equity share capital of the Company to trading on the AIM market of the London Stock Exchange plc, and such permission becoming effective; or
- (c) any equivalent admission to, or permission to deal or trade on, any other Recognised Investment Exchange becoming unconditionally effective in relation to all or any of the issued equity share capital of the Company.

Please see continuation page.

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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

B ORDINARY

Prescribed particulars

Non-Cash Consideration: (a) any consideration in relation to the relevant Realisation which is payable otherwise than in cash but which is capable of valuation as at the Exit Date (including any Shares which are not sold in a Listing but which are held by the members following the Listing); and/or

(b) any consideration (whether in cash or otherwise) which is deferred or otherwise not payable on completion of the relevant Realisation but which is capable of valuation as at the Exit Date.

Permitted Transferees: any person to whom a Shareholder is permitted to transfer their Shares under Articles 9.1 to 9.3 (inclusive).

Realisation: a Sale, Listing or any distribution of proceeds to Shareholders following an Asset Sale.

Recognised Investment Exchange: has the meaning defined in section 285 (1)(a) of the Financial Services and Markets Act 2000.

Sale: the making of one or more related agreements (whether conditional or not but which agreement(s) become(s) unconditional) for the disposal, transfer, purchase, subscription or renunciation of Shares as a result of which any person (or persons Connected with each other, or persons acting in concert with each other) would hold or acquire beneficial ownership of or over that number of Shares which in aggregate confers more than 50 per cent, of the voting rights normally exercisable at general meetings of the Company provided that there shall be no Sale as a result of:

- (a) any transfer pursuant to Article 9 (Permitted Transfers), other than any transfer which is permitted under Article 9.6;
- (b) any form of capital reorganisation or scheme of arrangement or the like under the Act or the Insolvency Act 1986 (as amended from time to time) or otherwise, whether or not any person (or persons connected with each other or persons acting in concert with each other) would acquire directly or indirectly beneficial ownership of or over that number of shares in the Company which in aggregate confers more than 50 percent of the voting rights normally exercisable at general meetings of the Company.

Shareholder: a Holder of any of the Shares for the time being and Shareholders means all such Holders of Shares for the time being.

Shares: the A Ordinary Shares, the B Ordinary Shares and the C Ordinary shares and any other shares for the time being of the Company (each a Share).

Please see continuation page.

Prescribed particulars Voting: each Holder of B Ordinary Shares shall be entitled to receive notice of and to attend and speak at all general meetings of the Company, and shall, on a show of hands, have one vote each and, on a poll, have one vote for each such Share held by them respectively. Dividend: Dividends may only be declared and/or paid with Investor Consent. If such consent is given, the A Ordinary Shares and B Ordinary Shares shall rank (pro rata) equally for any dividend declared by the Company. Return of Capital: In the event of a Realisation or in the event of a winding up of the Company, or other return of capital, the assets of the Company available for distribution to the shareholders after payment of all debts and liabilities of the Company (including all principal and accrued interest in respect of any loan notes issued to the shareholders at the time) and of the costs, charges and expenses of any such winding up shall be applied as follows: (i) if the Exit Value is equal to or less than £10,906,000 the Exit Value shall be divided between the number of A Ordinary Shares and B Ordinary Shares in issue and subject to the Realisation and shall be shared equally amongst the Holders of such Shares in respect of each such Share which they shall hold, as if they constituted a single class; (ii) if the Exit Value is more than £10,906,000: (A) first, an amount of the Exit Value equal to £10,906,000 shall be divided between the number of A Ordinary Shares and B Ordinary Shares in issue and subject to the Realisation and shall be shared equally amongst the Holders of such Shares in respect of each such Share which they shall hold, as if they constituted a single class; (B) any balance of the Exit Value shall be divided between the number of A Ordinary Shares, B Ordinary Shares and C Ordinary Shares in issue and subject to the Realisation and shall be shared equally amongst the Holders of such Shares in respect of each such Share which they shall hold, as if they constituted a single class. Redemp	
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be divided between the number of A Ordinary Shares and B Ordinary Shares in issue and subject to the Realisation and shall be shared equally amongst the Holders of such Shares in respect of each such Share which they shall hold, as if they constituted a single class; (ii) if the Exit Value is more than £10,906,000: (A) first, an amount of the Exit Value equal to £10,906,000 shall be divided between the number of A Ordinary Shares and B Ordinary Shares in issue and subject to the Realisation and shall be shared equally amongst the Holders of such Shares in respect of each such Share which they shall hold, as if they constituted a single class; (B) any balance of the Exit Value shall be divided between the number of A Ordinary Shares, B Ordinary Shares and C Ordinary Shares in issue and subject to the Realisation and shall be shared equally amongst the Holders of such Shares in respect of each such Share which they shall hold, as if they constituted a single class. Redemption: B Ordinary shares do not have attached to them redemption	
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