

DON'T
STAPLE

SH01

Return of allotment of shares



Companies House

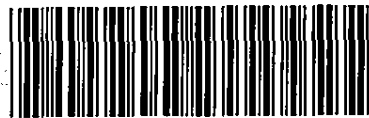
FileOnline

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 taken on formation of the company for an allotment of shares by an unlimited company.

FRIDAY



JBHZP817

JNI

02/12/2022

#102

COMPANIES HOUSE

1 Company details

Company number N I 6 0 8 2 9 2

Company name in full DECOM ENGINEERING 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 2 9 1 1 2 0 2 2
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	A Ordinary	236	1.00	1.00	0.00
GBP	C Ordinary	1	1.00	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)

COMPANIES HOUSE

02 DEC 2022

COMPANIES HOUSE

02 DEC 2022

BELFAST

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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	A Ordinary	6,386	6,386	
GBP	B Ordinary	7,072	7,072	
GBP	C Ordinary	1	1	
Totals		13,459	13,459	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		13,459	13,459	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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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

A Ordinary

Prescribed particulars
①

Please refer to the corresponding Continuation Page for Section 5 for A Ordinary Shares.

Class of share

B Ordinary

Prescribed particulars
①

Please refer to the corresponding Continuation Page for Section 5 for B Ordinary Shares.

Class of share

C Ordinary

Prescribed particulars
①

Please refer to the corresponding Continuation Page for Section 5 for C Ordinary Shares.

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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

Jamie Farrell-Murray

Company name

Mills Selig

Address

21 Arthur Street

Post town

Belfast

County/Region

Postcode

B T 1 4 G A

Country

Northern Ireland

DX

Telephone

+44 28 9044 5424

**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.

**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

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Please give details of the shares allotted, including bonus shares.

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
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appropriate)

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

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	A Ordinary	
Prescribed particulars	<p>Definitions:</p> <p>Conversion Notice means a notice in writing by the Majority Noteholders to the Company to convert all of the outstanding Notes.</p> <p>Liquidation Event: means a sale of more than 75% of the share capital of the Company, a listing of the share capital of the Company or the sale, exclusive licence or other disposal of substantially all of the assets of the Company.</p> <p>Majority Noteholders means not less than 50% of the Noteholders by holding of nominal value.</p> <p>Notes means the secured convertible loan notes of up to £2,500,000 (two million five hundred thousand sterling) constituted by a Convertible Loan Note Instrument entered into by the Company dated 29-11-2022, as the context of subject admits, the amount of such Notes for the time being issued and outstanding or a specific portion thereof.</p> <p>Noteholders means the holders of Notes.</p> <p>Surplus Assets means all assets, capital or surplus funds of the Company available for distribution to members remaining after payment of all debts and liabilities of the Company and the professional costs, charges and expenses incurred in relation to the relevant Liquidation Event but before payment of any other liability shall be applied amongst the Shareholders.</p> <p>Share Particulars:</p> <p><i>Voting</i></p> <p>Confer on each A Ordinary holder the right to receive notice of and to attend, speak and vote at all general meetings of the Company.</p> <p>Votes exercised on a show of hands by every Shareholder who (being an individual) is present in person or by proxy or (being a corporation) is present by a representative or by a proxy (in which case, each Shareholder holding shares with votes shall have one vote).</p> <p>Votes exercised on a poll, each A Ordinary holder (being an individual) is present in person or by proxy or (being a corporation) is present by a representative or by a proxy (in which case, each such Shareholder holding shares with votes shall have one vote for each such share held).</p>	

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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><i>Dividends</i></p> <p>Prior to service of a Conversion Notice any dividend declared by the Board shall be distributed amongst the holders of the A Ordinary Shares and B Ordinary Shares on a pro-rata basis according to the number of such Shares held by them as if all such Shares constituted one class of share.</p> <p>Following service of a Conversion Notice, any dividend declared by the Board shall be distributed as follows:</p> <ul style="list-style-type: none"> • The holders of the C ordinary Shares shall be entitled to receive an amount equal to 25% of such dividend amount; and • The balance of such dividend shall then be distributed amongst the holders of the A Ordinary Shares and B Ordinary Shares on a pro-rata basis according to the number of such Shares held by them as if all such Shares constituted one class of share. <p><i>Capital</i></p> <p>Prior to service of a Conversion Notice the Surplus Assets shall be distributed amongst the holders of the A Ordinary Shares and B Ordinary Shares (pari passu as if all such Shares constituted one class of share) pro rata to their respective holdings of such Shares.</p> <p>Following service of a Conversion Notice the Surplus Assets shall be distributed as follows:</p> <ol style="list-style-type: none"> 1) the holders of the C Ordinary Shares shall be entitled to receive in aggregate either: <ol style="list-style-type: none"> a) the first £5,000,000 of such Surplus Assets or if the Surplus Assets are less than £5,000,000, such lesser amount; or b) such sum as is equal to 25% of the Surplus Assets whichever amount is the greater; and 2) any remaining balance of the Surplus Assets shall be distributed amongst the holders of the A Ordinary Shares and the B Ordinary Shares on a pro-rata basis according to the number of such Shares held by them as if all such Shares constituted one class of share. 	

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Return of allotment of shares

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Class of share	B Ordinary	
Prescribed particulars	<p>Definitions:</p> <p>Conversion Notice means a notice in writing by the Majority Noteholders to the Company to convert all of the outstanding Notes.</p> <p>Liquidation Event: means a sale of more than 75% of the share capital of the Company, a listing of the share capital of the Company or the sale, exclusive licence or other disposal of substantially all of the assets of the Company.</p> <p>Majority Noteholders means not less than 50% of the Noteholders by holding of nominal value.</p> <p>Notes means the secured convertible loan notes of up to £2,500,000 (two million five hundred thousand sterling) constituted by a Convertible Loan Note Instrument entered into by the Company dated 29-11-2022, as the context of subject admits, the amount of such Notes for the time being issued and outstanding or a specific portion thereof.</p> <p>Noteholders means the holders of Notes.</p> <p>Surplus Assets means all assets, capital or surplus funds of the Company available for distribution to members remaining after payment of all debts and liabilities of the Company and the professional costs, charges and expenses incurred in relation to the relevant Liquidation Event but before payment of any other liability shall be applied amongst the Shareholders.</p> <p>Share Particulars:</p> <p><i>Voting</i></p> <p>Confer on each B Ordinary holder the right to receive notice of and to attend, speak and vote at all general meetings of the Company.</p> <p>Votes exercised on a show of hands by every Shareholder who (being an individual) is present in person or by proxy or (being a corporation) is present by a representative or by a proxy (in which case, each Shareholder holding shares with votes shall have one vote).</p> <p>Votes exercised on a poll, each B Ordinary holder (being an individual) is present in person or by proxy or (being a corporation) is present by a representative or by a proxy (in which case, each such Shareholder holding shares with votes shall have one vote for each such share held).</p>	

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Prescribed particulars	<p><i>Dividends</i></p> <p>Prior to service of a Conversion Notice any dividend declared by the Board shall be distributed amongst the holders of the A Ordinary Shares and B Ordinary Shares on a pro-rata basis according to the number of such Shares held by them as if all such Shares constituted one class of share.</p> <p>Following service of a Conversion Notice, any dividend declared by the Board shall be distributed as follows:</p> <ul style="list-style-type: none"> • The holders of the C ordinary Shares shall be entitled to receive an amount equal to 25% of such dividend amount; and • The balance of such dividend shall then be distributed amongst the holders of the A Ordinary Shares and B Ordinary Shares on a pro-rata basis according to the number of such Shares held by them as if all such Shares constituted one class of share. <p><i>Capital</i></p> <p>Prior to service of a Conversion Notice the Surplus Assets shall be distributed amongst the holders of the A Ordinary Shares and B Ordinary Shares (pari passu as if all such Shares constituted one class of share) pro rata to their respective holdings of such Shares.</p> <p>Following service of a Conversion Notice the Surplus Assets shall be distributed as follows:</p> <ol style="list-style-type: none"> 1) the holders of the C Ordinary Shares shall be entitled to receive in aggregate either: <ol style="list-style-type: none"> a) the first £5,000,000 of such Surplus Assets or if the Surplus Assets are less than £5,000,000, such lesser amount; or b) such sum as is equal to 25% of the Surplus Assets whichever amount is the greater; and 2) any remaining balance of the Surplus Assets shall be distributed amongst the holders of the A Ordinary Shares and the B Ordinary Shares on a pro-rata basis according to the number of such Shares held by them as if all such Shares constituted one class of share. 	

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Class of share	C Ordinary	
Prescribed particulars	<p>Definitions:</p> <p>Conversion Notice means a notice in writing by the Majority Noteholders to the Company to convert all of the outstanding Notes.</p> <p>Liquidation Event: means a sale of more than 75% of the share capital of the Company, a listing of the share capital of the Company or the sale, exclusive licence or other disposal of substantially all of the assets of the Company.</p> <p>Majority Noteholders means not less than 50% of the Noteholders by holding of nominal value.</p> <p>Notes means the secured convertible loan notes of up to £2,500,000 (two million five hundred thousand sterling) constituted by a Convertible Loan Note Instrument entered into by the Company dated 29-11-2022, as the context of subject admits, the amount of such Notes for the time being issued and outstanding or a specific portion thereof.</p> <p>Noteholders means the holders of Notes.</p> <p>Surplus Assets means all assets, capital or surplus funds of the Company available for distribution to members remaining after payment of all debts and liabilities of the Company and the professional costs, charges and expenses incurred in relation to the relevant Liquidation Event but before payment of any other liability shall be applied amongst the Shareholders.</p> <p>Share Particulars:</p> <p><i>Voting</i></p> <p>Confer on each holder of C Ordinary Shares the right to receive notice of and to attend, speak and vote at all general meetings of the Company.</p> <p>In the case of votes exercised on a show of hands, every Shareholder who (being an individual) is present in person or by proxy or (being a corporation) is present by a representative or by a proxy (in which case, each Shareholder holding shares with votes shall have one vote).</p> <p>In the case of votes exercised on a poll, the holders of the C Ordinary Shares as a class shall be deemed to have such number of votes as are equal to one third of the maximum number of votes capable of being cast by the holders of the A Ordinary Shares and B Ordinary Shares on any resolution the subject of such poll, and such voting rights shall be distributed equally among the C Ordinary Shares in issue.</p>	

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

Class of share	C Ordinary
Prescribed particulars	<p><i>Dividends</i></p> <p>Prior to service of a Conversion Notice any dividend declared by the Board shall be distributed amongst the holders of the A Ordinary Shares and B Ordinary Shares on a pro-rata basis according to the number of such Shares held by them as if all such Shares constituted one class of share.</p> <p>Following service of a Conversion Notice, any dividend declared by the Board shall be distributed as follows:</p> <ul style="list-style-type: none"> • The holders of the C ordinary Shares shall be entitled to receive an amount equal to 25% of such dividend amount; and • The balance of such dividend shall then be distributed amongst the holders of the A Ordinary Shares and B Ordinary Shares on a pro-rata basis according to the number of such Shares held by them as if all such Shares constituted one class of share. <p><i>Capital</i></p> <p>Prior to service of a Conversion Notice the Surplus Assets shall be distributed amongst the holders of the A Ordinary Shares and B Ordinary Shares (pari passu as if all such Shares constituted one class of share) pro rata to their respective holdings of such Shares. Following service of a Conversion Notice the Surplus Assets shall be distributed as follows:</p> <ol style="list-style-type: none"> 1) the holders of the C Ordinary Shares shall be entitled to receive in aggregate either: <ol style="list-style-type: none"> a) the first £5,000,000 of such Surplus Assets or if the Surplus Assets are less than £5,000,000, such lesser amount; or b) such sum as is equal to 25% of the Surplus Assets whichever amount is the greater; and 2) any remaining balance of the Surplus Assets shall be distributed amongst the holders of the A Ordinary Shares and the B Ordinary Shares on a pro-rata basis according to the number of such Shares held by them as if all such Shares constituted one class of share.