



Companies House
— for the record —

SH01 (ef)

Return of Allotment of Shares



X6W7JYUH

Company Name: **METAFORIC LIMITED**

Company Number: **SC300538**

Received for filing in Electronic Format on the: **31/10/2011**

Shares Allotted (including bonus shares)

<i>Date or period during which shares are allotted</i>	<i>From</i> 06/10/2011	<i>To</i> 06/10/2011
Class of shares	ORDINARY	
	<i>Number allotted</i>	47470
	<i>Nominal value of each share</i>	0.01
<i>Currency</i>	GBP	
	<i>Amount paid</i>	0.01
	<i>Amount unpaid</i>	0

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of shares	ORDINARY	<i>Number allotted</i>	2500000
		<i>Aggregate nominal value</i>	25000
<i>Currency</i>	GBP	<i>Amount paid</i>	0.01
		<i>Amount unpaid</i>	0

Prescribed particulars

ORDINARY SHARES (A) ON A SHOW OF HANDS EVERY HOLDER OF ORDINARY SHARES WHO (BEING AN INDIVIDUAL) IS PRESENT OR (BEING A CORPORATION) IS PRESENT BY A DULY AUTHORISED REPRESENTATIVE (NOT BEING HIMSELF A MEMBER ENTITLED TO VOTE) SHALL HAVE ONE VOTE AND ON A POLL EVERY MEMBER HOLDING ORDINARY SHARES SHALL HAVE ONE VOTE FOR EVERY SUCH SHARE OF WHICH HE IS THE HOLDER. (B) NO DIVIDEND SHALL BE PAID ON ANY ORDINARY SHARE, A ORDINARY SHARE OR B ORDINARY SHARES WITHOUT THE PRIOR CONSENT OF ALL OF THE INVESTORS. (C) UPON A CAPITAL DISTRIBUTION EVENT OR A SALE, THE PROCEEDS SHALL BE DISTRIBUTED (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO) AMONG THE MEMBERS (BEING, IN THE CASE OF A SALE, THE MEMBERS IMMEDIATELY PRIOR TO SUCH SALE) AS FOLLOWS: (I) FIRST, IN PAYING TO EACH OF THE B ORDINARY SHAREHOLDERS, IN PRIORITY TO ANY OTHER CLASSES OF SHARES, AN AMOUNT PER B ORDINARY SHARE HELD EQUAL TO THE ISSUE PRICE, TOGETHER WITH A SUM EQUAL TO ANY ARREARS AND ANY DIVIDENDS ACCRUED DOWN TO THE RELEVANT DATE OF PAYMENT (PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY THE AMOUNTS PER B ORDINARY SHARE DUE PURSUANT TO THIS PROVISION, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE B ORDINARY SHAREHOLDERS PRO RATA TO THEIR RESPECTIVE HOLDINGS OF B ORDINARY SHARES; (II) SECOND, IN PAYING TO EACH OF THE A ORDINARY SHAREHOLDERS, AN AMOUNT PER A ORDINARY SHARE HELD EQUAL TO THE ISSUE PRICE, TOGETHER WITH A SUM EQUAL TO ANY ARREARS AND ANY DIVIDENDS ACCRUED DOWN TO THE RELEVANT DATE OF PAYMENT (PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY THE AMOUNTS PER A ORDINARY SHARE DUE PURSUANT TO THIS PROVISION, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE A ORDINARY SHAREHOLDERS PRO RATA TO THEIR RESPECTIVE HOLDINGS OF A ORDINARY SHARES; AND (III) THE BALANCE OF THE PROCEEDS (IF ANY) SHALL BE DISTRIBUTED AMONG THE HOLDERS OF SHARES IN THE COMPANY PRO RATA (ON AN AS CONVERTED BASIS AS IF THE SHARES CONSTITUTED ONE AND THE SAME CLASS) TO THE NUMBER OF SHARES HELD. (D) ANY ORDINARY, A ORDINARY OR B ORDINARY SHARE MAY BE ISSUED ON THE TERMS THAT THEY ARE, OR AT THE OPTION OF THE COMPANY OR THE HOLDER ARE LIABLE, TO BE REDEEMED AND THE DIRECTORS OF THE COMPANY SHALL BE AUTHORISED TO DETERMINE THE TERMS, CONDITIONS AND MANNER OF REDEMPTION OF SUCH SHARES. IN THIS FORM AR01:- "ARREARS" MEANS IN RELATION TO ANY SHARE, ALL ARREARS OF DIVIDENDS OR OTHER SUMS PAYABLE IN RESPECT OF THAT SHARE, WHETHER OR NOT EARNED OR DECLARED AND IRRESPECTIVE OF WHETHER OR NOT THE COMPANY HAS HAD AT ANY TIME SUFFICIENT AVAILABLE PROFITS TO PAY ANY DIVIDEND OR SUMS, TOGETHER WITH ALL INTEREST AND OTHER AMOUNTS PAYABLE ON THE SHARE; "AVAILABLE PROFITS" MEANS PROFITS AVAILABLE FOR DISTRIBUTION WITHIN THE MEANING OF PART 23 OF THE COMPANIES ACT 2006 ACT; "CAPITAL DISTRIBUTION EVENT" MEANS A

Class of shares	A ORDINARY	<i>Number allotted</i>	6677430
		<i>Aggregate nominal value</i>	66774.3
<i>Currency</i>	GBP	<i>Amount paid</i>	0.632
		<i>Amount unpaid</i>	0

Prescribed particulars

A ORDINARY SHARES (A) ON A SHOW OF HANDS EVERY HOLDER OF A ORDINARY SHARES WHO (BEING AN INDIVIDUAL) IS PRESENT OR (BEING A CORPORATION) IS PRESENT BY A DULY AUTHORISED REPRESENTATIVE (NOT BEING HIMSELF A MEMBER ENTITLED TO VOTE) SHALL HAVE ONE VOTE AND ON A POLL EVERY MEMBER HOLDING A ORDINARY SHARES SHALL HAVE ONE VOTE FOR EVERY SUCH SHARE OF WHICH HE IS THE HOLDER. (B) NO DIVIDEND SHALL BE PAID ON ANY ORDINARY SHARE, A ORDINARY SHARE OR B ORDINARY SHARES WITHOUT THE PRIOR CONSENT OF ALL OF THE INVESTORS. (C) UPON A CAPITAL DISTRIBUTION EVENT OR A SALE, THE PROCEEDS SHALL BE DISTRIBUTED (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO) AMONG THE MEMBERS (BEING, IN THE CASE OF A SALE, THE MEMBERS IMMEDIATELY PRIOR TO SUCH SALE) AS FOLLOWS: (I) FIRST, IN PAYING TO EACH OF THE B ORDINARY SHAREHOLDERS, IN PRIORITY TO ANY OTHER CLASSES OF SHARES, AN AMOUNT PER B ORDINARY SHARE HELD EQUAL TO THE ISSUE PRICE, TOGETHER WITH A SUM EQUAL TO ANY ARREARS AND ANY DIVIDENDS ACCRUED DOWN TO THE RELEVANT DATE OF PAYMENT (PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY THE AMOUNTS PER B ORDINARY SHARE DUE PURSUANT TO THIS PROVISION, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE B ORDINARY SHAREHOLDERS PRO RATA TO THEIR RESPECTIVE HOLDINGS OF B ORDINARY SHARES; (II) SECOND, IN PAYING TO EACH OF THE A ORDINARY SHAREHOLDERS, AN AMOUNT PER A ORDINARY SHARE HELD EQUAL TO THE ISSUE PRICE, TOGETHER WITH A SUM EQUAL TO ANY ARREARS AND ANY DIVIDENDS ACCRUED DOWN TO THE RELEVANT DATE OF PAYMENT (PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY THE AMOUNTS PER A ORDINARY SHARE DUE PURSUANT TO THIS PROVISION, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE A ORDINARY SHAREHOLDERS PRO RATA TO THEIR RESPECTIVE HOLDINGS OF A ORDINARY SHARES; AND (III) THE BALANCE OF THE PROCEEDS (IF ANY) SHALL BE DISTRIBUTED AMONG THE HOLDERS OF SHARES IN THE COMPANY PRO RATA (ON AN AS CONVERTED BASIS AS IF THE SHARES CONSTITUTED ONE AND THE SAME CLASS) TO THE NUMBER OF SHARES HELD. (D) ANY ORDINARY, A ORDINARY OR B ORDINARY SHARE MAY BE ISSUED ON THE TERMS THAT THEY ARE, OR AT THE OPTION OF THE COMPANY OR THE HOLDER ARE LIABLE, TO BE REDEEMED AND THE DIRECTORS OF THE COMPANY SHALL BE AUTHORISED TO DETERMINE THE TERMS, CONDITIONS AND MANNER OF REDEMPTION OF SUCH SHARES. IN THIS AR01 "INVESTORS" MEANS EACH OF THE FOLLOWING:- PENTECH FUND II LIMITED PARTNERSHIP - 39 MELVILLE STREET, EDINBURGH EH3 7JF; SCOTTISH ENTERPRISE – SCOTTISH VENTURE FUND, ATRIUM COURT, 50 WATERLOO STREET, GLASGOW, G2 6HQ; SCOTTISH ENTERPRISE – SCOTTISH PORTFOLIO FUND - ATRIUM COURT, 50 WATERLOO STREET, GLASGOW G2 6HQ; SCOTTISH ENTERPRISE – SCOTTISH CO-INVESTMENT FUND - ATRIUM COURT, 50 WATERLOO STREET, GLASGOW G2 6HQ; AND SEP III - 17 BLYTHSWOOD SQUARE, GLASGOW G2 4AD; "ISSUE PRICE" MEANS THE AMOUNT PAID UP OR CREDITED AS PAID UP (INCLUDING ANY PREMIUM ON ISSUE) ON THE ORDINARY, A ORDINARY AND B ORDINARY SHARES CONCERNED; "PROCEEDS" MEANS THE PROCEEDS OF A SALE OR THE ASSETS OF THE COMPANY AVAILABLE TO ANY REGISTERED HOLDER OF SHARES: AND "SALE" MEANS THE MAKING OF ONE

Class of shares	B ORDINARY	<i>Number allotted</i>	6000000
		<i>Aggregate nominal value</i>	60000
<i>Currency</i>	GBP	<i>Amount paid</i>	0.5
		<i>Amount unpaid</i>	0

Prescribed particulars

B ORDINARY SHARES (A) ON A SHOW OF HANDS EVERY HOLDER OF B ORDINARY SHARES WHO (BEING AN INDIVIDUAL) IS PRESENT OR (BEING A CORPORATION) IS PRESENT BY A DULY AUTHORISED REPRESENTATIVE (NOT BEING HIMSELF A MEMBER ENTITLED TO VOTE) SHALL HAVE ONE VOTE AND ON A POLL EVERY MEMBER HOLDING B ORDINARY SHARES SHALL HAVE ONE VOTE FOR EVERY SUCH SHARE OF WHICH HE IS THE HOLDER. (B) NO DIVIDEND SHALL BE PAID ON ANY ORDINARY SHARE, A ORDINARY SHARE OR B ORDINARY SHARES WITHOUT THE PRIOR CONSENT OF ALL OF THE INVESTORS. (C) UPON A CAPITAL DISTRIBUTION EVENT OR A SALE, THE PROCEEDS SHALL BE DISTRIBUTED (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO) AMONG THE MEMBERS (BEING, IN THE CASE OF A SALE, THE MEMBERS IMMEDIATELY PRIOR TO SUCH SALE) AS FOLLOWS: (I) FIRST, IN PAYING TO EACH OF THE B ORDINARY SHAREHOLDERS, IN PRIORITY TO ANY OTHER CLASSES OF SHARES, AN AMOUNT PER B ORDINARY SHARE HELD EQUAL TO THE ISSUE PRICE, TOGETHER WITH A SUM EQUAL TO ANY ARREARS AND ANY DIVIDENDS ACCRUED DOWN TO THE RELEVANT DATE OF PAYMENT (PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY THE AMOUNTS PER B ORDINARY SHARE DUE PURSUANT TO THIS PROVISION, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE B ORDINARY SHAREHOLDERS PRO RATA TO THEIR RESPECTIVE HOLDINGS OF B ORDINARY SHARES; (II) SECOND, IN PAYING TO EACH OF THE A ORDINARY SHAREHOLDERS, AN AMOUNT PER A ORDINARY SHARE HELD EQUAL TO THE ISSUE PRICE, TOGETHER WITH A SUM EQUAL TO ANY ARREARS AND ANY DIVIDENDS ACCRUED DOWN TO THE RELEVANT DATE OF PAYMENT (PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY THE AMOUNTS PER A ORDINARY SHARE DUE PURSUANT TO THIS PROVISION, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE A ORDINARY SHAREHOLDERS PRO RATA TO THEIR RESPECTIVE HOLDINGS OF A ORDINARY SHARES; AND (III) THE BALANCE OF THE PROCEEDS (IF ANY) SHALL BE DISTRIBUTED AMONG THE HOLDERS OF SHARES IN THE COMPANY PRO RATA (ON AN AS CONVERTED BASIS AS IF THE SHARES CONSTITUTED ONE AND THE SAME CLASS) TO THE NUMBER OF SHARES HELD. (D) ANY ORDINARY, A ORDINARY OR B ORDINARY SHARE MAY BE ISSUED ON THE TERMS THAT THEY ARE, OR AT THE OPTION OF THE COMPANY OR THE HOLDER ARE LIABLE, TO BE REDEEMED AND THE DIRECTORS OF THE COMPANY SHALL BE AUTHORISED TO DETERMINE THE TERMS, CONDITIONS AND MANNER OF REDEMPTION OF SUCH SHARES.

Statement of Capital (Totals)

<i>Currency</i>	GBP	<i>Total number of shares</i>	15177430
		<i>Total aggregate nominal value</i>	151774.3

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Administrator, Administrative Receiver, Receiver, Receiver Manager, CIC Manager.