

In accordance with Section 555 of the Companies Act 2006.

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SH01

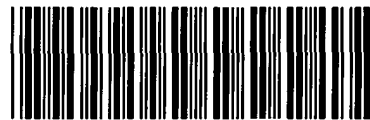
Return of allotment of shares



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

☐ **What this form is NOT**
You cannot use this form to give notice of shares taken by subscribers on formation of the company or for an allotment of a new class of shares by an unlimited company.

1 Company details

Company number S C 4 8 3 1 4 5

Company name in full R&B Distillers 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 ¹

From Date

d	d	m	m	y	y	y	y
1	2	0	4	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
Sterling	A Hurdle	133,937	£0.0001	£0.0001	

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				
Sterling	Ordinary	12,363,432	£12,363,432	
Sterling	A Hurdle	1,031,813	£103.1813	
Totals		13,395,245	£12,363,535.1813	Nil

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
		13,395,245	£12,363,535.1813	Nil

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

Ordinary

Prescribed particulars

①

See continuation pages

Class of share

A Hurdle

Prescribed particulars

①

See continuation pages

Class of share

Prescribed particulars

①

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

DocuSigned by:

Bill Dobbie

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X

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.

This form may be signed by:

Director ②, Secretary, Person authorised ③, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

SH01**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

Scott Paterson

Company name

Vialex Limited

Address

4 Atholl Crescent

Post town

Edinburgh

County/Region

Postcode

E H 3 8 H A

Country

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 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

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

Class of share	Ordinary
Prescribed particulars	<p>The Ordinary Shares shall be subject to the following rights and restrictions and all defined terms shall have the meanings as set out in the Company's articles of association adopted on <u>16 DECEMBER</u> 2021 (the "Articles").</p> <p>As regards Income:</p> <p>The holders of Shares shall be entitled to profits which the directors decide to distribute.</p> <p>As regards Capital:</p> <p>The Ordinary Shares will entitle their holders to the rights on a return of capital or distribution of assets as set out in article 31 of the Articles. Each Ordinary Share will rank equally with every other Ordinary Share in sharing the Company's assets.</p> <p>If an Exit Event occurs which gives rise to a Realised Exit Value of Sixteen Million Pounds Sterling (£16,000,000) or less, the Realised Exit Value shall be applied, paid or allocated (as the case may be) amongst the Holders of the Ordinary Shares pro rata to their respective holdings of Ordinary Shares, and for the avoidance of doubt, none of the A Hurdle Shares shall be entitled to participate in any such Realised Exit Value.</p>

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

Class of share	Ordinary
Prescribed particulars	<p>If an Exit Event occurs which gives rise to a Realised Exit Value of more than Sixteen Million Pounds Sterling (£16,000,000) (the "AH Threshold"), the Realised Exit Value shall be applied, paid or allocated (as the case may be) as follows:</p> <p>a) the first Sixteen Million Pounds Sterling of the Realised Exit Value shall be applied, paid or allocated (as the case may be) amongst the Holders of the Ordinary Shares pro rata to their respective holdings of Ordinary Shares;</p> <p>b) thereafter, the balance of such proceeds shall be applied, paid or allocated (as the case may be) amongst the Holders of the Ordinary Shares and A Hurdle Shares pro rata in proportion to their respective shareholdings as though they were a single class.</p> <p>Accordingly, subject to any alternative arrangement approved in writing by such of the Holders of Ordinary Shares and A Hurdle Shares who would be entitled to grant a class consent in relation to their respective classes, in accordance with article 32 of the Articles:</p> <p>a) on a Share Sale, the Realised Exit Value shall be distributed in the order of priority set out in article 31 of the Articles and all shareholders shall be obliged to ensure that all proceeds arising from a series of transactions are allocated accordingly and the Board shall not register any transfer of Shares if the Realised Exit Value is not so distributed, provided that if any deferred or contingent consideration arrangements mean that the proceeds are not settled in their entirety upon completion of the Share Sale the directors shall not be prohibited from registering the transfer of the relevant Shares so long as the proceeds that are settled are distributed in the order of priority set out in article 31 of the Articles.</p> <p>b) on a Listing, the Shares or other securities of the Company or any holding company available to be distributed amongst members shall be re-allocated and/or reclassified in order to achieve the same respective economic benefits for the Holders of the Shares as would have arisen had the Company been the subject of a Share Sale at the Pre-New Money Valuation pursuant to such Listing but after deduction of all costs of such Listing;</p> <p>c) on a Liquidation Event, the sums available for distribution shall be distributed in the order of priority set out in article 31 of the Articles.</p>

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

Class of share	Ordinary	
Prescribed particulars	<p>For the avoidance of doubt, any Realised Exit Value which may be payable to the Holders of Ordinary Shares and A Hurdle Shares otherwise than in cash shall be taken into account for all purposes pursuant to article 31 of the Articles and shall be valued in accordance with the values determined by the Board, acting reasonably. Any non-cash proceeds or distributions which give rise to any right of participation for the Holders of Ordinary Shares and A Hurdle Shares shall be allocated proportionately amongst the Holders of Ordinary Shares and (where applicable) the Holders of A Hurdle Shares proportionately amongst them according to the respective amounts payable to them.</p> <p>Each and every time an Exit Event results in additional consideration or proceeds being paid to the shareholders ("Additional Proceeds") which ought properly to be taken into account in calculating Realised Exit Value, the calculations referred to at articles 31.1 and 31.2 of the Articles shall be undertaken on a cumulative basis such that any new proceeds or consideration paid shall be aggregated with proceeds or consideration already received, and the Realised Exit Value shall be re-calculated on that basis and the Additional Proceeds shall be allocated amongst the Holders of Ordinary Shares and, where applicable, A Hurdle Shares such that the aggregate sums received by each such shareholder is equal to their respective entitlements hereunder on a cumulative basis.</p> <p>Notwithstanding the terms of article 31 of the Articles, the respective rights of the Holders of Ordinary Shares and the Holders of A Hurdle Shares to receive any amounts pursuant to article 31 shall be capable of being varied by agreement and without any amendment to these articles by the written agreement of shareholders who, together, hold at least 75% of the Ordinary Shares in issue from time to time and 75% of the A Hurdle Shares in issue from time to time, it being acknowledged that the agreement of the Holders of A Hurdle Shares shall not be required in respect of any matter in respect of which they have no right to participate.</p> <p>For the avoidance of doubt, in the event of the Exit Event being a Liquidation Event, the Realised Exit Value shall be calculated and allocated after there has been paid to each shareholder an amount equal to the amount paid up or credited as paid up on each Share (excluding any premium) together with a sum equal to all declared but unpaid dividends to which any such shareholder is entitled.</p>	

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

Class of share	Ordinary	
Prescribed particulars	<p>If a Share Sale occurs which results in more than 75% but not all of the Ordinary Shares being transferred to the relevant purchaser, it shall be a condition of such sale that the Holders of the A Hurdle Shares shall sell all of their A Hurdle Shares to such purchaser, and the purchaser shall acquire such A Hurdle Shares at a price (if any) per A Hurdle Share that is calculated in accordance with articles 31.1 and 31.2 of the Articles but not by reference to the actual Proceeds of Sale in respect of such Share Sale but instead by reference to the grossed up notional Proceeds of Sale assuming a sale of the entire issued share capital of the Company at an aggregate price implied by the purchaser's offer, and, to the extent the purchaser so requires it, the price payable in respect of the Ordinary Shares which are in fact to be acquired shall be scaled back (pro rata amongst the Ordinary Shares being sold) by an amount equal to the aggregate value (if any) attributed to the A Hurdle Shares.</p> <p>In the event any dispute arises in relation to the operation of article 31 of the Articles and the calculations and allocations to be made hereunder, the shareholders shall enter into good faith discussions to resolve such disputes, however, if any such dispute cannot be resolved within 10 Business Days of the dispute arising the decision of the Board in relation to the subject matter thereof shall be final and binding on the shareholders.</p> <p>As regards voting:</p> <p>Ordinary Shares shall confer on each holder of Ordinary Shares the right to receive notice of and to attend, speak and vote at all general meetings of the Company</p> <p>As regards Redemption:</p> <p>Ordinary Shares shall confer no rights of redemption.</p>	

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

Class of share	A Hurdle	
Prescribed particulars	<p>The A Hurdle Shares shall be subject to the following rights and restrictions and all defined terms shall have the meanings as set out in the Articles.</p> <p>As regards Income:</p> <p>The holders of Shares shall be entitled to profits which the directors decide to distribute.</p> <p>As regards capital:</p> <p>The A Hurdle Shares will entitle their holders to the rights on a return of capital or distribution assets set out in article 31 of the Articles. Each A Hurdle Share will rank equally with every other A Hurdle Share in sharing the Company's Assets.</p> <p>If an Exit Event occurs which gives rise to a Realised Exit Value of Sixteen Million Pounds Sterling (£16,000,000) or less, the Realised Exit Value shall be applied, paid or allocated (as the case may be) amongst the Holders of the Ordinary Shares pro rata to their respective holdings of Ordinary Shares, and for the avoidance of doubt, none of the A Hurdle Shares shall be entitled to participate in any such Realised Exit Value.</p>	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	A Hurdle	
Prescribed particulars	<p>If an Exit Event occurs which gives rise to a Realised Exit Value of more than Sixteen Million Pounds Sterling (£16,000,000) (the "AH Threshold"), the Realised Exit Value shall be applied, paid or allocated (as the case may be) as follows:</p> <p>a) the first Sixteen Million Pounds Sterling of the Realised Exit Value shall be applied, paid or allocated (as the case may be) amongst the Holders of the Ordinary Shares pro rata to their respective holdings of Ordinary Shares</p> <p>b) thereafter, the balance of such proceeds shall be applied, paid or allocated (as the case may be) amongst the Holders of the Ordinary Shares and A Hurdle Shares pro rata in proportion to their respective shareholdings as though they were a single class.</p> <p>Accordingly, subject to any alternative arrangement approved in writing by such of the Holders of Ordinary Shares and A Hurdle Shares who would be entitled to grant a class consent in relation to their respective classes in accordance with article 32 of the Articles:</p> <p>a) on a Share Sale, the Realised Exit Value shall be distributed in the order of priority set out in article 31 of the Articles and all shareholders shall be obliged to ensure that all proceeds arising from a series of transactions are allocated accordingly and the Board shall not register any transfer of Shares if the Realised Exit Value is not so distributed, provided that if any deferred or contingent consideration arrangements mean that the proceeds are not settled in their entirety upon completion of the Share Sale the directors shall not be prohibited from registering the transfer of the relevant Shares so long as the proceeds that are settled are distributed in the order of priority set out in article 31 of the Articles;</p> <p>b) on a Listing, the Shares or other securities of the Company or any holding company available to be distributed amongst members shall be re-allocated and/or reclassified in order to achieve the same respective economic benefits for the Holders of the Shares as would have arisen had the Company been the subject of a Share Sale at the Pre-New Money Valuation pursuant to such Listing but after deduction of all costs of such Listing;</p> <p>c) on a Liquidation Event, the sums available for distribution shall be distributed in order of the priority set out in article 31 of the Articles.</p>	

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

Class of share	A Hurdle	
Prescribed particulars	<p>For the avoidance of doubt, any Realised Exit Value which may be payable to the Holders of Ordinary Shares and A Hurdle Shares otherwise than in cash shall be taken into account for all purposes pursuant to article 31 of the Articles and shall be valued in accordance with the values determined by the Board, acting reasonably. Any non-cash proceeds or distributions which give rise to any right of participation for the Holders of Ordinary Shares and A Hurdle Shares shall be allocated proportionately amongst the Holders of Ordinary Shares and (where applicable) the Holders of A Hurdle Shares proportionately amongst them according to the respective amounts payable to them.</p> <p>Each and every time an Exit Event results in additional consideration or proceeds being paid to the shareholders ("Additional Proceeds") which ought properly to be taken into account in calculating Realised Exit Value, the calculations referred to at articles 31.1 and 31.2 of the Articles shall be undertaken on a cumulative basis such that any new proceeds or consideration paid shall be aggregated with proceeds or consideration already received, and the Realised Exit Value shall be re-calculated on that basis and the Additional Proceeds shall be allocated amongst the Holders of Ordinary Shares and, where applicable, A Hurdle Shares such that the aggregate sums received by each such shareholder is equal to their respective entitlements hereunder on a cumulative basis.</p> <p>Notwithstanding the terms of article 31 of the Articles, the respective rights of the Holders of Ordinary Shares and the Holders of A Hurdle Shares to receive any amounts pursuant to article 31 of the Articles shall be capable of being varied by agreement and without any amendment to these articles by the written agreement of shareholders who, together, hold at least 75% of the Ordinary Shares in issue from time to time and 75% of the A Hurdle Shares in issue from time to time, it being acknowledged that the agreement of the Holders of A Hurdle Shares shall not be required in respect of any matter in respect of which they have no right to participate.</p> <p>For the avoidance of doubt, in the event of the Exit Event being a Liquidation Event, the Realised Exit Value shall be calculated and allocated after there has been paid to each shareholder an amount equal to the amount paid up or credited as paid up on each Share (excluding any premium) together with a sum equal to all declared but unpaid dividends to which any such shareholder is entitled.</p>	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	A Hurdle	
Prescribed particulars	<p>If a Share Sale occurs which results in more than 75% but not all of the Ordinary Shares being transferred to the relevant purchaser, it shall be a condition of such sale that the Holders of the A Hurdle Shares shall sell all of their A Hurdle Shares to such purchaser, and the purchaser shall acquire such A Hurdle Shares at a price (if any) per A Hurdle Share that is calculated in accordance with articles 31.1 and 31.2 of the Articles but not by reference to the actual Proceeds of Sale in respect of such Share Sale but instead by reference to the grossed up notional Proceeds of Sale assuming a sale of the entire issued share capital of the Company at an aggregate price implied by the purchaser's offer, and, to the extent the purchaser so requires it, the price payable in respect of the Ordinary Shares which are in fact to be acquired shall be scaled back (pro rata amongst the Ordinary Shares being sold) by an amount equal to the aggregate value (if any) attributed to the A Hurdle Shares.</p> <p>In the event any dispute arises in relation to the operation of article 31 of the Articles and the calculations and allocations to be made hereunder, the shareholders shall enter into good faith discussions to resolve such disputes, however, if any such dispute cannot be resolved within 10 Business Days of the dispute arising the decision of the Board in relation to the subject matter thereof shall be final and binding on the shareholders.</p> <p>As regards voting:</p> <p>The A Hurdle Shares will not entitle their holders to any voting rights.</p> <p>As regards redemption:</p> <p>The A Hurdle Shares will not entitle their holders to any rights of redemption.</p>	