

DON'T
STAPLE

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 for**
You cannot use this form to give notice of shares taken on formation of the company for an allotment of a share by an unlimited company.

FRIDAY



SCT 15/07/2022 #78
COMPANIES HOUSE

1 Company details

Company number S C 4 9 4 5 5 1
Company name in full LOTHIAN BROADBAND NETWORKS 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 1 d 2 m 0 m 7 y 2 y 0 y 2 y 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	GROWTH SHARES	3144	0.10	0.11	0.00
					0.00
					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)

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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	Ordinary	23580	2358.00	
Totals		23580	2358.00	0.00

Currency table B				
GBP	Growth shares	3144	314.40	
Totals		3144	314.40	0.00

Currency table C				
Totals				0.00

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 ① Show different currencies separately. For example: £100 + €100 + \$10
Grand total	26724	£ 2672.40	0.00

① 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**.

Class of share

Ordinary

Prescribed particulars

1

See continuation page

Class of share

Growth shares

Prescribed particulars

1

See continuation page

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.

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Signature

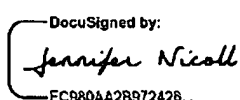
I am signing this form on behalf of the company.

Signature

Signature

X

DocuSigned by:



FC980AA2B972426...

X

This form may be signed by:

Director 2, Secretary, Person authorised 3, 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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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	Ordinary	
Prescribed particulars	<p>(a) on a show of hands each member holding Ordinary Shares has one vote, and on a poll each member holding Ordinary Shares has one vote for each Ordinary Share;</p> <p>(b) the Ordinary Shares have the right, in respect of dividends, to participate in a distribution;</p> <p>(c) the Ordinary Shares have the right, in respect of capital, to participate in distribution (including on a winding up) as follows:</p> <p>(i) on a distribution of assets on a liquidation or a return of capital (other than a conversion, redemption or purchase of shares):</p> <p>(A) if the surplus assets of the Company after payment of its liabilities (the "Surplus Assets") are equal to or less than £12,000,000 (the "Growth Share Hurdle"), 99.99% of the Surplus Assets applied among the holders of Ordinary Shares <i>pro rata</i> (as if the Ordinary Shares constituted one and the same class) to the number of Ordinary Shares held;</p> <p>(B) if the Surplus Assets are in excess of the Growth Share Hurdle, the aggregate of (B1) 99.99% of the amount of Surplus Assets equal to the Growth Share Hurdle applied among the holders of Ordinary Shares <i>pro rata</i> (as if the Ordinary Shares constituted one and the same class) to the number of Ordinary Shares held and (B2) the amount of Surplus Assets in excess of the Growth Share Hurdle applied among the holders of Ordinary Shares and Growth Shares <i>pro rata</i> (as if such shares constituted one and the same class) to the number of such shares held;</p> <p>(ii) on the sale of any of the Company's shares which will result in the purchaser of those shares and persons acting in concert with them together acquiring a controlling interest in the Company (except where following completion of the sale the shareholders and the proportion of shares held by each of them are the same as the shareholders and their shareholdings in the Company immediately prior to the sale):</p> <p>(A) if the proceeds of the sale (the "Proceeds of Sale") are equal to or less than the Growth Share Hurdle, 99.99% of the Proceeds of Sale applied among the holders of Ordinary Shares <i>pro rata</i> (as if the Ordinary Shares constituted one and the same class) to the number of Ordinary Shares held;</p>	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	Ordinary (continued)	
Prescribed particulars	<p>(B) if the Proceeds of Sale are in excess of the Growth Share Hurdle, the aggregate of (B1) 99.99% of the amount of Surplus Assets equal to the Growth Share Hurdle applied among the holders of Ordinary Shares <i>pro rata</i> (as if the Ordinary Shares constituted one and the same class) to the number of Ordinary Shares held and (B2) the amount of Proceeds of Sale in excess of the Growth Share Hurdle applied among the holders of Ordinary Shares and Growth Shares <i>pro rata</i> (as if such shares constituted one and the same class) to the number of such shares held;</p> <p>(iii) on a disposal by the Company of all or substantially all of its undertaking and assets:</p> <p>(A) if the surplus the assets of the Company remaining after payment of its liabilities (the "Relevant Surplus Assets") are equal to or less than the Growth Share Hurdle, 99.99% of the Relevant Surplus Assets applied among the holders of Ordinary Shares <i>pro rata</i> (as if the Ordinary Shares constituted one and the same class) to the number of Ordinary Shares held;</p> <p>(B) if the Relevant Surplus Assets are in excess of the Growth Share Hurdle, the aggregate of (B1) 99.99% of the amount of Relevant Surplus Assets equal to the Growth Share Hurdle applied among the holders of Ordinary Shares <i>pro rata</i> (as if the Ordinary Shares constituted one and the same class) to the number of Ordinary Shares held and (B2) the amount of Relevant Surplus Assets in excess of the Growth Share Hurdle applied among the holders of Ordinary Shares and Growth Shares <i>pro rata</i> (as if such shares constituted one and the same class) to the number of such shares held;</p> <p>(d) the Ordinary Shares are not to be redeemed or liable to be redeemed at the option of the company or the shareholders.</p>	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	Growth	
Prescribed particulars	<p>(a) the Growth Shares do not have voting rights;</p> <p>(b) the Growth Shares have the right, in respect of dividends, to participate in a distribution from 23 December 2026 (and not, for the avoidance of doubt, before 23 December 2026);</p> <p>(c) the Growth Shares have the right, in respect of capital, to participate in distribution (including on a winding up) as follows:</p> <p>(i) on a distribution of assets on a liquidation or a return of capital (other than a conversion, redemption or purchase of shares):</p> <p>(A) if the surplus assets of the Company after payment of its liabilities (the "Surplus Assets") are equal to or less than £12,000,000 (the "Growth Share Hurdle"), 0.01% of the Surplus Assets applied among the holders of Growth Shares <i>pro rata</i> (as if the Growth Shares constituted one and the same class) to the number of Growth Shares held;</p> <p>(B) if the Surplus Assets are in excess of the Growth Share Hurdle, the aggregate of (BI) 0.01 % of the amount of Surplus Assets equal to the Growth Share Hurdle applied among the holders of Growth Shares <i>pro rata</i> (as if the Growth Shares constituted one and the same class) to the number of Growth Shares held and (B2) the amount of Surplus Assets in excess of the Growth Share Hurdle applied among the holders of Ordinary Shares and Growth Shares <i>pro rata</i> (as if such shares constituted one and the same class) to the number of such shares held;</p> <p>(ii) on the sale of any of the Company's shares which will result in the purchaser of those shares and persons acting in concert with them together acquiring a controlling interest in the Company (except where following completion of the sale the shareholders and the proportion of shares held by each of them are the same as the shareholders and their shareholdings in the Company immediately prior to the sale):</p> <p>(A) if the proceeds of the sale (the "Proceeds of Sale") are equal to or less than the Growth Share Hurdle, 0.01% of the Proceeds of Sale applied among the holders of Growth Shares <i>pro rata</i> (as if the Growth Shares constituted one and the same class) to the number of Growth Shares held;</p>	


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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	Growth (continued)	
Prescribed particulars		
	<p>(B) if the Proceeds of Sale are in excess of the Growth Share Hurdle, the aggregate of (B1) 0.01 % of the amount of Surplus Assets equal to the Growth Share Hurdle applied among the holders of Growth Shares <i>pro rata</i> (as if the Growth Shares constituted one and the same class) to the number of Growth Shares held and (B2) the amount of Proceeds of Sale in excess of the Growth Share Hurdle applied among the holders of Ordinary Shares and Growth Shares <i>pro rata</i> (as if such shares constituted one and the same class) to the number of such shares held;</p>	
	<p>(iii) on a disposal by the Company of all or substantially all of its undertaking and assets:</p>	
	<p>(A) if the surplus assets of the Company remaining after payment of its liabilities (the "Relevant Surplus Assets") are equal to or less than the Growth Share Hurdle, 0.01% of the Relevant Surplus Assets applied among the holders of Growth Shares <i>pro rata</i> (as if the Growth Shares constituted one and the same class) to the number of Growth Shares held;</p>	
	<p>(B) if the Relevant Surplus Assets are in excess of the Growth Share Hurdle, the aggregate of (B1) 0.01% of the amount of Relevant Surplus Assets equal to the Growth Share Hurdle applied among the holders of Growth Shares <i>pro rata</i> (as if the Growth Shares constituted one and the same class) to the number of Growth Shares held and (B2) the amount of Relevant Surplus Assets in excess of the Growth Share Hurdle applied among the holders of Ordinary Shares and Growth Shares <i>pro-rata</i> (as if such shares constituted one and the same class) to the number of such shares held;</p>	
	<p>(d) the Growth Shares are not to be redeemed or liable to be redeemed at the option of the company or the shareholders.</p>	

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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	Orla Drayne
Company name	Dickson Minto
Address	16
Charlotte Square	
Post town	Edinburgh
County/Region	Midlothian
Postcode	E H 2 4 D F
Country	
DX	
Telephone	0131 225 4455

 Checklist
We may return the forms completed incorrectly or with information missing.
Please make sure you have remembered the following:
<input type="checkbox"/> The company name and number match the information held on the public Register.
<input type="checkbox"/> You have shown the date(s) of allotment in section 2.
<input type="checkbox"/> You have completed all appropriate share details in section 3.
<input type="checkbox"/> You have completed the relevant sections of the statement of capital.
<input type="checkbox"/> 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
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