


**Paperclip
only**
SH01

Return of allotment of shares

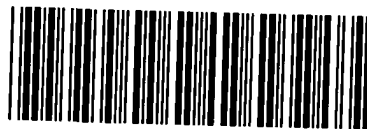


Companies House



Go online to file this information
www.gov.uk/companieshouse

TUESDAY



A17

A84GQKAR

30/04/2019

#89

COMPANIES HOUSE

☒ **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 by subscribers on formation of the company or for an allotment of a new class of shares by an unlimited company.

refer to our guidance at
www.gov.uk/companieshouse

1 Company details

Company number 0 4 9 5 5 5 5 5

Company name in full SKILLS MATTER 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

From Date d d m m y y y y 0 1 0 4 2 0 1 9

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
	SEE CONTINUATION PAGES				

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)

17 ORDINARY SHARES WERE ISSUED TO METAL LOGISTICS INVESTMENTS LIMITED IN CONSIDERATION FOR THE INTRODUCTION OF A BONDHOLDER TO SKILLS MATTER LIMITED.

Shares allotted

2 Currency
If currency details are not completed we will assume currency is in pound sterling.

[illegible]

SH01

Return of allotment of shares

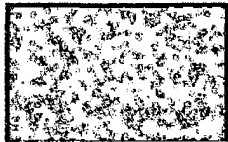
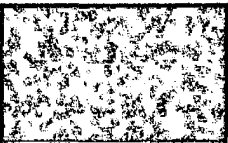
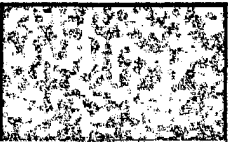
4

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				
GBP	DEFERRED	23,720,000	23.72	
GBP	ORDINARY	13,845	138.45	
GBP	A ORDINARY	1,387	13.87	
Totals		23,735,232	176.04	NIL
Currency table B				
GBP	PREFERENCE	200,000	2	
Totals		200,000	2	NIL
Currency table C				
				
Totals				
Totals (including continuation pages)		Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
		23,935,232	178.04	NIL

❶ Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.

SH01

Return of allotment of shares

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

DEFERRED SHARES

Prescribed particulars
①

NON VOTING SHARES. ON A DIVIDEND OR DISTRIBUTION, ONCE THE HOLDERS OF EQUITY SHARES HAVE RECEIVED £250 MILLION IN RESPECT OF THEIR SHARES, THE DEFERRED SHARES SHALL CARRY AN ENTITLEMENT TO RECEIVE AN AGGREGATE AMOUNT OF £1.00 FOR THE ENTIRE CLASS OF DEFERRED SHARES (SUCH PAYMENT TO BE DEEMED SATISFIED BY PAYMENT TO ANY ONE HOLDER OF DEFERRED SHARES).

Class of share

ORDINARY SHARES

Prescribed particulars
①

EACH ORDINARY SHARE CARRIES ONE VOTE AND RANKS EQUALLY WITH THE OTHER ORDINARY SHARES IN ALL RESPECTS INCLUDING AS TO DIVIDENDS AND OTHER DISTRIBUTIONS (INCLUDING ON A WINDING UP). THE ORDINARY SHARES ARE NOT REDEEMABLE.

Class of share

A ORDINARY SHARES

Prescribed particulars
①

EACH A ORDINARY SHARE CARRIES ONE VOTE AND RANKS EQUALLY WITH THE OTHER A ORDINARY SHARES IN ALL RESPECTS INCLUDING AS TO DIVIDENDS AND OTHER DISTRIBUTIONS (INCLUDING ON A WINDING UP). THE A ORDINARY SHARES ARE NOT REDEEMABLE.

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  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.

① Person authorised

Under either section 270 or 274 of the Companies Act 2006.

SH01 - continuation page

Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	PREFERENCE SHARES	
Prescribed particulars	<p>NON VOTING SHARES. EACH PREFERENCE SHARE CARRIES A RIGHT TO A CUMULATIVE (ON A NON-COMPOUNDING BASIS) CASH PREFERENTIAL DIVIDEND OF 6% PER ANNUM FROM THE FIFTH ANNIVERSARY OF ISSUE (THE "PREFERENCE DIVIDEND").</p> <p>ON ANY IPO, IF THE COMPANY HAS INSUFFICIENT FUNDS FOR DISTRIBUTION IN SATISFACTION OF ANY ARREARS OF PREFERENCE DIVIDEND, THE COMPANY SHALL ALLOT TO EACH HOLDER OF SHARES SUCH NUMBER OF ORDINARY SHARES AS SHALL HAVE AN AGGREGATE REALISATION PRICE EQUAL TO THE UNPAID DIVIDEND.</p> <p>THE PREFERENCE SHARES ARE REDEEMABLE EITHER (I) IN FOUR INSTALMENTS OF £50,000 EACH ON THE FIFTH, SIXTH, SEVENTH AND EIGHTH ANNIVERSARY OF THE DATE OF ADOPTION; (II) OR IF EARLIER, IMMEDIATELY PRIOR TO, AND CONDITIONALLY UPON, THE OCCURRENCE OF AN EXIT, IPO OR WINDING UP.</p> <p>ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL, THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED FIRST IN PAYING THE PREFERENCE SHAREHOLDERS IN RESPECT OF THE PREFERENCE SHARES.</p>	

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	ANNA THOMSON									
Company name	CMS									
Address	CANNON PLACE									
78 CANNON STREET										
Post town	LONDON									
County/Region										
Postcode	E	C	4	N	6	A	F			
Country	ENGLAND									
DX										
Telephone	0207 367 3976									

**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