

DON'T
STAPLE

SH01

Return of allotment of shares



Companies House

FileOnline

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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 shares by an unlimited company.

FRIDAY



ABJFMY9L
23/12/2022 #224
A04
COMPANIES HOUSE

1 Company details

Company number 0 7 2 0 1 9 1 9
Company name in full RETAIL AT 5 HERTFORD STREET 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 d1 d7 m0 m5 y2 y0 y2 y2
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	B ORDINARY	59016	0.01	1.00	nil

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 valuation report (if appropriate)

Continuation page
Please use a continuation page if necessary.

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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				
	See continuation page.			
Totals				
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				

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.

Class of share

See continuation page.

Prescribed particulars

1

Class of share

Prescribed particulars

1

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

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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**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	Zoe Connew									
Company name	MACFARLANES LLP									
Address	20 CURSITOR STREET									
Post town	LONDON									
County/Region	LONDON									
Postcode	E	C	4	A	1	L	T			
Country	UNITED KINGDOM									
DX	138 Chancery Lane									
Telephone	+44 (0)20 7831 9222									

**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

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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Statement of capital

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

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
GBP	A ORDINARY	43750	43750	
GBP	B ORDINARY	1715517	17155.17	
GBP	C ORDINARY	18750	187.5	
GBP	DEFERRED	625000	6250	
Totals		2403017	67342.67	0

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	A ORDINARY	
Prescribed particulars	<p>VOTING RIGHTS ON A VOTE OR ON A WRITTEN RESOLUTION OR ON A RESOLUTION ON A POLL TAKEN AT A MEETING, EACH HOLDER OF A ORDINARY SHARES (AN "A ORDINARY SHAREHOLDER") HAS ONE VOTE IN RESPECT OF EACH A ORDINARY SHARE HELD BY HIM.DIVIDEND RIGHTSANY AMOUNTS DISTRIBUTED BY THE COMPANY IN OR IN RESPECT OF ANY FINANCIAL YEAR SHALL BE APPORTIONED AMONGST THE A ORDINARY SHAREHOLDERS IN PROPORTION TO THE NUMBERS OF SUCH SHARES HELD BY THEM RESPECTIVELY. RIGHTS ON A RETURN OF CAPITALON A RETURN OF CAPITAL ON LIQUIDATION OR OTHERWISE, THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED AS TO 90% IN FAVOUR OF THE A ORDINARY SHAREHOLDERS AND C ORDINARY SHAREHOLDERS (IN PROPORTION TO THE NUMBER OF A ORDINARY SHARES AND C ORDINARY SHARES HELD BY EACH OF THEM AS IF THEY COMPRISED A SINGLE CLASS) AND 10% IN FAVOUR OF THE B ORDINARY SHAREHOLDERS (IN PROPORTION TO THE NUMBER OF B ORDINARY SHARES HELD BY EACH OF THEM) PROVIDED THAT:(I) IN THE EVENT THAT THE AGGREGATE SUBSCRIPTION PRICE PAID FOR B ORDINARY SHARES IS LESS THAN £10,000,000 THE ENTITLEMENT OF THE B ORDINARY SHAREHOLDERS SHALL BE REDUCED ON A PROPORTIONATE STRAIGHT LINE BASIS DOWN TO 0% IF THE AGGREGATE SUBSCRIPTION PRICE WAS NIL WITH ANY CORRESPONDING REDUCTION BEING ADDED TO THE ENTITLEMENT OF THE A ORDINARY SHAREHOLDERS AND C ORDINARY SHAREHOLDERS; AND(II) AFTER THE RETURN OF £100 MILLION OF SUCH SURPLUS ASSETS AND BEFORE ANY ADDITIONAL DISTRIBUTION TO THE A ORDINARY SHAREHOLDERS, B ORDINARY SHAREHOLDERS AND C ORDINARY SHAREHOLDERS EACH DEFERRED SHAREHOLDER SHALL BE ENTITLED TO RECEIVE AN AMOUNT EQUAL TO THE NOMINAL VALUE OF EACH DEFERRED SHARE HELD BY HIM.ON A SHARE SALE THE NET PROCEEDS OF SALE SHALL BE DISTRIBUTED IN THE ORDER OF PRIORITY SET OUT IN ARTICLE 17.4.1 AND THE DIRECTORS SHALL NOT REGISTER ANY TRANSFER OF SHARES IF THE PROCEEDS OF SALE ARE NOT SO DISTRIBUTED. REDEMPTIONTHE A ORDINARY SHARES ARE NON-REDEEMABLE.</p>	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	B ORDINARY	
Prescribed particulars	<p>VOTING RIGHTS EACH HOLDER OF ANY B ORDINARY SHARES (A "B ORDINARY SHAREHOLDER") SHALL HAVE NO VOTING RIGHTS AND SHALL NOT BE ENTITLED TO RECEIVE NOTICE OR ATTEND, ANY GENERAL OR OTHER MEETINGS OF THE COMPANY AND SHALL NOT BE ENTITLED TO RECEIVE COPIES OF ANY RESOLUTIONS PROPOSED AS WRITTEN RESOLUTIONS UNLESS THE BUSINESS OF THE MEETING OR THE PROPOSED WRITTEN RESOLUTION INCLUDES A RESOLUTION VARYING OR ABROGATING ANY OF THE RIGHTS OR RESTRICTIONS ATTACHED TO THE B ORDINARY SHARES IN WHICH CASE A B ORDINARY SHAREHOLDER SHALL BE ENTITLED TO RECEIVE NOTICE OF, ATTEND AND VOTE ONLY ON, OR TO AGREE ONLY TO, SUCH RESOLUTION. DIVIDEND RIGHTS ANY AMOUNTS DISTRIBUTED BY THE COMPANY IN OR IN RESPECT OF ANY FINANCIAL YEAR SHALL BE APPORTIONED AMONGST THE B ORDINARY SHAREHOLDERS IN PROPORTION TO THE NUMBERS OF SUCH SHARES HELD BY THEM RESPECTIVELY. RIGHTS ON A RETURN OF CAPITAL ON A RETURN OF CAPITAL ON LIQUIDATION OR OTHERWISE, THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED AS TO 90% IN FAVOUR OF THE A ORDINARY SHAREHOLDERS AND C ORDINARY SHAREHOLDERS (IN PROPORTION TO THE NUMBER OF A ORDINARY SHARES AND C ORDINARY SHARES HELD BY EACH OF THEM AS IF THEY COMPRISED A SINGLE CLASS) AND 10% IN FAVOUR OF THE B ORDINARY SHAREHOLDERS (IN PROPORTION TO THE NUMBER OF B ORDINARY SHARES HELD BY EACH OF THEM) PROVIDED THAT: (I) IN THE EVENT THAT THE AGGREGATE SUBSCRIPTION PRICE PAID FOR B ORDINARY SHARES IS LESS THAN £10,000,000 THE ENTITLEMENT OF THE B ORDINARY SHAREHOLDERS SHALL BE REDUCED ON A PROPORTIONATE STRAIGHT LINE BASIS DOWN TO 0% IF THE AGGREGATE SUBSCRIPTION PRICE WAS NIL WITH ANY CORRESPONDING REDUCTION BEING ADDED TO THE ENTITLEMENT OF THE A ORDINARY SHAREHOLDERS AND C ORDINARY SHAREHOLDERS; AND (II) AFTER THE RETURN OF £100 MILLION OF SUCH SURPLUS ASSETS AND BEFORE ANY ADDITIONAL DISTRIBUTION TO THE A ORDINARY SHAREHOLDERS, B ORDINARY SHAREHOLDERS AND C ORDINARY SHAREHOLDERS EACH DEFERRED SHAREHOLDER SHALL BE ENTITLED TO RECEIVE AN AMOUNT EQUAL TO THE NOMINAL VALUE OF EACH DEFERRED SHARE HELD BY HIM. ON A SHARE SALE THE NET PROCEEDS OF SALE SHALL BE DISTRIBUTED IN THE ORDER OF PRIORITY SET OUT IN ARTICLE 17.4.1 AND THE DIRECTORS SHALL NOT REGISTER ANY TRANSFER OF SHARES IF THE PROCEEDS OF SALE ARE NOT SO DISTRIBUTED. REDEMPTION THE B ORDINARY SHARES ARE NON-REDEEMABLE.</p>	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	C ORDINARY	
Prescribed particulars	<p>VOTING RIGHTS ON A VOTE ON A WRITTEN RESOLUTION OR ON A RESOLUTION ON A POLL TAKEN AT A MEETING, EACH HOLDER OF C ORDINARY SHARES (A "C ORDINARY SHAREHOLDER") HAS ONE VOTE IN RESPECT OF EACH C ORDINARY SHARE HELD BY HIM.DIVIDEND RIGHTSANY AMOUNTS DISTRIBUTED BY THE COMPANY IN OR IN RESPECT OF ANY FINANCIAL YEAR SHALL BE APPORTIONED AMONGST THE C ORDINARY SHAREHOLDERS IN PROPORTION TO THE NUMBERS OF SUCH SHARES HELD BY THEM RESPECTIVELY. RIGHTS ON A RETURN OF CAPITALON A RETURN OF CAPITAL ON LIQUIDATION OR OTHERWISE, THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED AS TO 90% IN FAVOUR OF THE A ORDINARY SHAREHOLDERS AND C ORDINARY SHAREHOLDERS (IN PROPORTION TO THE NUMBER OF A ORDINARY SHARES AND C ORDINARY SHARES HELD BY EACH OF THEM AS IF THEY COMPRISED A SINGLE CLASS) AND 10% IN FAVOUR OF THE B ORDINARY SHAREHOLDERS (IN PROPORTION TO THE NUMBER OF B ORDINARY SHARES HELD BY EACH OF THEM) PROVIDED THAT:(I) IN THE EVENT THAT THE AGGREGATE SUBSCRIPTION PRICE PAID FOR B ORDINARY SHARES IS LESS THAN £10,000,000 THE ENTITLEMENT OF THE B ORDINARY SHAREHOLDERS SHALL BE REDUCED ON A PROPORTIONATE STRAIGHT LINE BASIS DOWN TO 0% IF THE AGGREGATE SUBSCRIPTION PRICE WAS NIL WITH ANY CORRESPONDING REDUCTION BEING ADDED TO THE ENTITLEMENT OF THE A ORDINARY SHAREHOLDERS AND C ORDINARY SHAREHOLDERS; AND(II) AFTER THE RETURN OF £100 MILLION OF SUCH SURPLUS ASSETS AND BEFORE ANY ADDITIONAL DISTRIBUTION TO THE A ORDINARY SHAREHOLDERS, B ORDINARY SHAREHOLDERS AND C ORDINARY SHAREHOLDERS EACH DEFERRED SHAREHOLDER SHALL BE ENTITLED TO RECEIVE AN AMOUNT EQUAL TO THE NOMINAL VALUE OF EACH DEFERRED SHARE HELD BY HIM.ON A SHARE SALE THE NET PROCEEDS OF SALE SHALL BE DISTRIBUTED IN THE ORDER OF PRIORITY SET OUT IN ARTICLE 17.4.1 AND THE DIRECTORS SHALL NOT REGISTER ANY TRANSFER OF SHARES IF THE PROCEEDS OF SALE ARE NOT SO DISTRIBUTED. REDEMPTIONTHE C ORDINARY SHARES ARE NON-REDEEMABLE.</p>	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	DEFERRED	
Prescribed particulars	<p>VOTING RIGHTS EACH HOLDER OF ANY DEFERRED SHARES (A "DEFERRED SHAREHOLDER") SHALL HAVE NO VOTING RIGHTS AND SHALL NOT BE ENTITLED TO RECEIVE NOTICE OR ATTEND, ANY GENERAL OR OTHER MEETINGS OF THE COMPANY AND SHALL NOT BE ENTITLED TO RECEIVE COPIES OF ANY RESOLUTIONS PROPOSED AS WRITTEN RESOLUTIONS. DIVIDEND RIGHTS DEFERRED SHAREHOLDERS SHALL HAVE NO RIGHTS TO RECEIVE SUMS DISTRIBUTED BY THE COMPANY IN OR IN RESPECT OF ANY FINANCIAL YEAR IN RESPECT OF THE DEFERRED SHARES HELD BY SUCH DEFERRED SHAREHOLDERS. RIGHTS ON A RETURN OF CAPITALAFTER THE RETURN OF £100 MILLION OF SUCH SURPLUS ASSETS AND BEFORE ANY ADDITIONAL DISTRIBUTION TO THE A ORDINARY SHAREHOLDERS, B ORDINARY SHAREHOLDERS AND C ORDINARY SHAREHOLDERS EACH DEFERRED SHAREHOLDER SHALL BE ENTITLED TO RECEIVE AN AMOUNT EQUAL TO THE NOMINAL VALUE OF EACH DEFERRED SHARE HELD BY HIM. REDEMPTION THE DEFERRED SHARES CAN BE REDEEMED. THERE SHALL BE PAID ON EACH DEFERRED SHARE REDEEMED AN AMOUNT EQUAL TO THE NOMINAL VALUE OF EACH SUCH DEFERRED SHARE.</p>	