

SH01

Return of allotment of shares

BLUEPRINT

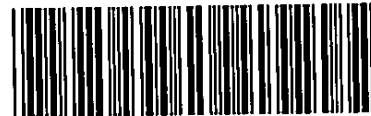
OneWorld

You can use the WebFiling service to file this form online.
Please go to www.companieshouse.gov.uk

☒ **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 or
allotment of a new class of shares in an unlimited company

SATURDAY



A32

A38KUNX5

24/05/2014

#324

COMPANIES HOUSE

1 Company details

Company number 7 6 4 8 4 4 3

Company name in full PHOTOBX HOLDCO 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 2 2 0 5 2 0 1 4

To Date

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

Class of shares (E.g. Ordinary/Preference etc.)	Currency ②	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
Ordinary	GBP	200,101	0.001	0.670258	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

Section 4 (also **Section 5** and **Section 6**, if appropriate) should reflect the company's issued capital at the date of this return

4 Statement of capital (Share capital in pound sterling (£))

Please complete the table below to show each class of shares held in pound sterling. If all your issued capital is in sterling, only complete **Section 4** and then go to **Section 7**

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
See attached schedule				£
				£
				£
				£
Totals				£

5 Statement of capital (Share capital in other currencies)

Please complete the table below to show any class of shares held in other currencies
Please complete a separate table for each currency

Currency				
Class of shares (E.g. Ordinary / Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

6 Statement of capital (Totals)

Please give the total number of shares and total aggregate nominal value of issued share capital

Total number of shares

Total aggregate nominal value ③

③ **Total aggregate nominal value**
Please list total aggregate values in different currencies separately. For example £100 + €100 + \$10 etc

① Including both the nominal value and any share premium

② Total number of issued shares in this class

② E.g. Number of shares issued multiplied by nominal value of each share

Continuation Pages

Please use a Statement of Capital continuation page if necessary

Please complete the table below to show any class of shares held in other currencies. Please complete a separate table for each currency.

<p>① Including both the nominal value and any share premium</p> <p>② Total number of issued shares in this class</p>	<p>③ E.g. Number of shares issued multiplied by nominal value of each share.</p>
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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 statement of capital share tables in **Section 4** and **Section 5**.

Class of share	£0 001 A Preference
Prescribed particulars ①	
Class of share	£0 001 B Preference
Prescribed particulars ①	
Class of share	£0.001 C Preference
Prescribed particulars ①	See attached schedule

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 and any terms or conditions relating to redemption of these shares

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



X

This form may be signed by
Director ① Secretary, Person authorised ② 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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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	£0.001 C Preference	
Prescribed particulars	<p>(a) Each holder of outstanding Class C Preference Shares shall be entitled to cast such number of votes as is equal to the number of Ordinary Shares into which the Class C Preference Shares held by such holder are convertible as of the record date for determining shareholders entitled to vote on such matter. Subject to applicable laws and the Articles holders of Class A Preference Shares, Class B Preference Shares and Class C Preference Shares shall vote together with the holders of Ordinary Shares as a single class</p> <p>(b) The holders of the Class C Preference Shares shall be entitled to receive in preference to the holders of any other class or series of shares (other than the holders of Class B Preference Shares) and on a pari passu basis with the holders of Class B Preference Shares, dividends at the rate per annum of [8.0%] per Class C Preference Share (as appropriately adjusted to reflect any subdivision or consolidation of Class C Preference Shares) (the "Class C Accruing Dividends"). The Class C Accruing Dividends shall accrue from day to day commencing on the date on which each Class C Preference Share was first issued, whether or not earned or declared, shall be cumulative, and shall be payable, in priority to payments to all other classes or series of shares (other than the payment of Class B Accruing Dividends and Class B Accrued Dividends) when and as declared by the Board or the Company, or, if any Class C Accruing Dividends have not been declared by the Board or the Company, upon a liquidation, dissolution or winding up of the Company</p> <p>(c) In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Company, the Class B Preference Shares and Class C Preference Shares (the "Liquidation Preference Shares") then outstanding shall rank pari passu and the holders of such shares shall be entitled to be paid out of the assets available for distribution to its shareholders, before any payment shall be made to the holders of Class A Preference Shares, Ordinary Shares, Non-Voting Ordinary Shares or any other class of shares ranking on liquidation subordinate to the Liquidation Preference Shares by reason of the rights attaching thereto, an amount equal to the greater of (a) in the case of the Class C Preference Shares, £[1.75] per share as adjusted for scrip dividends, sub-divisions, consolidations or other similar recapitalisations effected after the Closing Date affecting the Class C Preference Shares (the "Class C Original Issue Price") plus any dividends declared but unpaid thereon, including, without limitation, the Class C Accruing Dividends (b) such amount per share as would have been received had all Liquidation Preference Shares been converted to Ordinary Shares immediately prior to such liquidation, dissolution or winding up. If upon any such liquidation, dissolution or winding up of the Company the remaining assets available for distribution to its</p>	

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7 Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	£0 001 C Preference (Continued)
Prescribed particulars	<p>shareholders shall be insufficient to pay the holders of Liquidation Preference Shares and any class or series of shares ranking on liquidation pari passu with the Liquidation Preference Shares shall share in any distribution of the remaining assets available for distribution in proportion to the respective amounts which would otherwise be payable in respect of the shares held by them upon such distribution if all amounts payable on or with respect to such shares were paid in full</p> <p>(d) The C Preference shares are not issued as redeemable, and are not redeemable other than pursuant to Chapter 5 of Part 18 of the Companies Act 2006</p>

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7	<i>Statement of capital</i> (Prescribed particulars of rights attached to shares)	
Class of share	£0 001 Non-Voting Ordinary	
Prescribed particulars	<p>(a) The holders of the non-voting ordinary shares shall not have any voting rights with respect to the shares of non-voting ordinary shares held by such holders</p> <p>(b) Subject to the rights attached to the Preference shares, the holders of the non-voting ordinary shares shall be entitled to receive a dividend as declared by the company</p> <p>(c) Subject to the rights attached to the Preference shares, if the company is wound up, the liquidator may divide among the holders of the non-voting ordinary shares in specie the remaining assets of the company.</p> <p>(d) The non-voting ordinary shares are not issued as redeemable, and are not redeemable other than pursuant to Chapter 5 of Part 18 of the Companies Act 2006</p>	

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7 Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	£0 001 Ordinary
Prescribed particulars	<p>(a) On a show of hands every member shall have one vote and on a poll every member shall have one vote for every share of which they are the holder</p> <p>(b) The company may by ordinary resolution declare dividends in accordance with the respective rights of the members, but no dividend shall exceed the amount recommended by the directors</p> <p>(c) If the company is wound up, the liquidator may divide among the members in specie the whole or any part of the assets of the company.</p> <p>(d) The ordinary shares are not issued as redeemable, and are not redeemable other than pursuant to Chapter 5 of Part 18 of the Companies Act 2006.</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

Company name **BAKER & MCKENZIE LLP (REF.
EWK)**

Address **100 NEW BRIDGE STREET**

Post town **LONDON**

County/Region

Postcode **E C 4 V 6 J A**

Country **United Kingdom**

DX **233 Chancery Lane**

Telephone

**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.

**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 appropriate sections of the Statement of Capital
- ☐ You have signed the form

**Further information**

For further information please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk