

SH01

Return of allotment of shares



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 by
on formation of the company
for an allotment of a new
shares by an unlimited company

FRIDAY



A2A0KJTK
A26 07/06/2013 #188
COMPANIES HOUSE

1 Company details

Company number 08332008

Company name in full WOOL AND THE GANG LTD

Filing 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 09/05/2013
To Date

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)

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

| Class of shares (E.g. Ordinary/Preference etc.) | Currency | 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 |
|--|----------|------------------------------|--------------------------------|--|---|
| SEED PREFERRED 1 | STERLING | 300,600 | £0.001 | £2.0438 | 0 |
| SEED PREFERRED 2 | STERLING | 676,029 | £0.001 | £2.0438 | 0 |
| | | | | | |

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)

In consideration of the loan owed by the company, the seed preferred 1 shares of £0.001 each
were allotted in consideration of a loan capitalisation

Return of allotment of shares

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

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 |
|--|-----------------------------------|---|--------------------|---------------------------|
| ORDINARY | £0.001 | 0 | 701,400 | £ 701.40 |
| DEFERRED | £0.001 | 0 | 300,600 | £ 300.60 |
| SEED PREFERRED 1 | £2.0438 | 0 | 300,600 | £ 300.60 |
| SEED PREFERRED 2 | £2.0438 | 0 | 676,029 | £ 676.029 |
| Totals | | | 1,978,629 | £ 1,978.629 |

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 | | | | |

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

| | |
|--|------------|
| Total number of shares | 1,978,629 |
| Total aggregate nominal value ⁴ | £1,978 629 |

④ 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 E.g. Number of shares issued multiplied by nominal value of each share

② Total number of issued shares in this class

Continuation Pages

Please use a Statement of Capital continuation page if necessary

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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 **ORDINARY**
Prescribed particulars **See continuation page**

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

Class of share **DEFERRED SHARES**
Prescribed particulars **See continuation page**

Class of share **SEED PREFERRED 1 SHARES**
Prescribed particulars **See continuation page**

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Signature

I am signing this form on behalf of the company

Signature

X *A. Müller*

This form may be signed by
Director, Secretary, Person authorised, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager

Societas Europaea

If the form is being filled on behalf of a Societas Europaea (SE) please delete director and insert details of which organ of the SE the person signing has membership

Person authorised

Under either section 270 or 273 of the Companies Act 2006

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Return of allotment of shares

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

| | |
|------------------------|--|
| Class of share | ORDINARY |
| Prescribed particulars | <p>Voting On a show of hands each holder of such shares who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy shall have one vote and on a poll each such holder so present shall have one vote for each Share held by him</p> <p>Dividends The ordinary shares shall not confer on the holder any right to receive dividends</p> <p>Return of Capital On a distribution of assets on a liquidation or a return of capital on a sale, the balance of the surplus assets (if any) shall be distributed among the holders of Ordinary Shares pro rata to the number of Ordinary Shares held</p> <p>Redemption These shares are not redeemable</p> |

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| 7 Statement of capital (Prescribed particulars of rights attached to shares) | |
|--|--|
| Class of share | DEFERRED |
| Prescribed particulars | <p>Voting The Deferred Shares shall not entitle the holders of them to receive notice of, to attend, to speak or to vote at any general meeting of the Company nor to receive or vote on proposed written resolutions of the Company</p> <p>Dividends The Deferred shares shall not confer on the holder any right to receive dividends</p> <p>Return of Capital On a distribution of assets on a liquidation or a return of capital on a sale, having paid the Seed Preferred 1 and Seed Preferred 2 shareholders, the company will thirdly pay to the holders of the Deferred Shares, if any, a total of £1 00 for the entire class of Deferred Shares (which payment shall be deemed satisfied by payment to any one holder of Deferred Shares)</p> <p>Redemption The Deferred Shares may be redeemed by the Company at any time at its option for one penny for all the Deferred Shares registered in the name of any holder without obtaining the sanction of the holder or holders</p> |

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| 7 | Statement of capital (Prescribed particulars of rights attached to shares) | |
|------------------------|--|--|
| Class of share | SEED PREFERRED 1 SHARES | |
| Prescribed particulars | <p>Voting On a show of hands each holder of such shares who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy shall have one vote and on a poll each such holder so present shall have one vote for each Share held by him</p> <p>Dividends The Seed Preferred Shareholders shall be entitled to participate in any distribution of Available Profits which the Company may determine to distribute pari passu with any other class or classes of Share to whom such distribution is made (as if the Seed Preferred Shares and the other relevant class or classes of Share constituted one class of share) pro rata on an as converted basis to their respective holdings of Shares</p> <p>Return of Capital On a distribution of assets on a liquidation or a return of capital on a sale, second, in paying to each of the Seed Preferred 1 Shareholders, an amount equal to the higher of (i) the Preference Amount for each issued Seed Preferred 1 Share held (provided that if there are insufficient surplus assets to pay the amounts per share equal to the Preference Amount, the remaining surplus assets after the application of Article 5 1(a) shall be distributed to the Seed Preferred 1 Shareholders pro rata to their respective holdings of Seed Preferred 1 Shares) or (ii) the amount the Seed Preferred 1 Shareholders would receive if the surplus assets were distributed to the Ordinary Shareholders and the Seed Preferred Shareholders pro rata to their respective shareholdings (on an as converted basis)</p> <p>Conversion All of the Seed Preferred Shares shall automatically convert into Ordinary Shares immediately upon the request of a Seed Preferred Majority</p> <p>Redemption These shares are not redeemable</p> | |

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

| | |
|------------------------|---|
| Class of share | SEED PREFERRED 2 SHARES |
| Prescribed particulars | <p>Voting On a show of hands each holder of such shares who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy shall have one vote and on a poll each such holder so present shall have one vote for each Share held by him</p> <p>Dividends The Seed Preferred Shareholders shall be entitled to participate in any distribution of Available Profits which the Company may determine to distribute pari passu with any other class or classes of Share to whom such distribution is made (as if the Seed Preferred Shares and the other relevant class or classes of Share constituted one class of share) pro rata on an as converted basis to their respective holdings of Shares</p> <p>Return of Capital On a distribution of assets on a liquidation or a return of capital on a sale, first, in paying to each of the Seed Preferred 2 Shareholders, an amount equal to the higher of (i) the Preference Amount for each issued Seed Preferred 2 Share held (provided that if there are insufficient surplus assets to pay the amounts per share equal to the Preference Amount, the remaining surplus assets shall be distributed to the Seed Preferred 2 Shareholders pro rata to their respective holdings of Seed Preferred 2 Shares) or (ii) the amount such Seed Preferred 2 Shareholder would receive if the surplus assets were distributed to the Ordinary Shareholders and the Seed Preferred Shareholders pro rata to their respective shareholdings on an as converted basis</p> <p>Conversion All of the Seed Preferred Shares shall automatically convert into Ordinary Shares immediately upon the request of a Seed Preferred Majority</p> <p>Redemption These shares are not redeemable</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 Sarah McConville

Company name JAG Shaw Baker

Address 33 St James's Square

Post town London

County/Region

Postcode S W 1 Y 4 J S

Country United Kingdom

DX

Telephone 0203 170 7955

**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

**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.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