

**Return of Allotment of Shares**Company Name: **Gower Place Investments Limited**Company Number: **08594660**Received for filing in Electronic Format on the: **10/07/2023**

XC7HH3TS

Shares Allotted (including bonus shares)

| Date or period during which shares are allotted | From | To |
|--|-------------------|-------------------|
| | 30/06/2023 | 30/06/2023 |

| | | | |
|-------------------------|-------------------|-----------------------------|-----------------|
| Class of Shares: | NON-VOTING | Number allotted | 20000002 |
| | ORDINARY | Nominal value of each share | 1 |
| Currency: | GBP | Amount paid: | 1 |
| | | Amount unpaid: | 0 |

No shares allotted other than for cash

Statement of Capital (Share Capital)

| | | | |
|------------------------|------------|--------------------------|-----|
| Class of Shares: | CLASS | Number allotted | 80 |
| | A | Aggregate nominal value: | 0.8 |
| | VOTING | | |
| | PREFERENCE | | |
| Currency: | GBP | | |
| Prescribed particulars | | | |

1. SAVE AS SET OUT AT PARAGRAPH 2 BELOW. EACH CLASS A VOTING PREFERENCE SHARE ("A SHARE") CARRIES ONE VOTE AND IS NOT REDEEMABLE. 2. THE HOLDERS OF THE A SHARES SHALL NOT BE ENTITLED TO VOTE ON ANY ORDINARY RESOLUTION TO APPOINT OR REMOVE A DIRECTOR APPOINTED BY THE HOLDERS OF THE CLASS B VOTING PREFERENCE SHARES ("B SHARES"). 3. THE HOLDERS OF THE A SHARES AND THE B SHARES SHALL BE ENTITLED, IN PRIORITY TO THE HOLDERS OF ANY OTHER CLASS OF SHARES, TO RECEIVE OUT OF THE PROFITS OF THE COMPANY AVAILABLE FOR DISTRIBUTION IN RESPECT OF EACH YEAR A FIXED CUMULATIVE PREFERENTIAL DIVIDEND (THE "PREFERENCE DIVIDEND") TO THE AGGREGATE AMOUNT OF £25,000 PER YEAR TO BE DISTRIBUTED AMONGST THE HOLDERS OF THE A SHARES AND THE B SHARES PRO RATA TO THE NUMBERS OF A SHARES AND B SHARES HELD BY EACH OF THEM. 4. ON ANY RETURN OF CAPITAL BY THE COMPANY TO ITS MEMBERS, THE HOLDERS OF THE A SHARES AND THE B SHARES SHALL BE ENTITLED, IN PROPORTION TO THE NUMBERS OF A SHARES AND B SHARES HELD BY EACH OF THEM AND IN PRIORITY TO ANY HOLDER OF ANY OTHER CLASS OF SHARES, TO RECEIVE AN AMOUNT EQUAL TO THE AGGREGATE OF ANY ARREARS OF THE PREFERENCE DIVIDEND (WHETHER EARNED OR DECLARED OR NOT) REMAINING UNPAID ON SUCH A SHARES AND B SHARES. 5. ON A DISTRIBUTION OF ASSETS OF THE COMPANY AMONG ITS MEMBERS ON A WINDING UP OR OTHERWISE, THE HOLDERS OF THE A SHARES AND THE B SHARES SHALL BE ENTITLED, IN PROPORTION TO THE NUMBERS OF A SHARES AND B SHARES HELD BY EACH OF THEM AND IN PRIORITY TO ANY HOLDER OF ANY OTHER CLASS OF SHARES, TO RECEIVE AN AMOUNT EQUAL TO THE AGGREGATE OF THE AMOUNT PAID UP OR CREDITED AS PAID UP IN RELATION TO EACH A SHARE AND B SHARE (INCLUDING THE FULL AMOUNT OF ANY PREMIUM AT WHICH SUCH SHARES WERE ISSUED WHETHER OR NOT SUCH PREMIUM IS APPLIED FOR ANY PURPOSE AFTER THAT) AND A SUM EQUAL TO ANY ARREARS AND ACCRUALS OF THE PREFERENCE DIVIDEND (WHETHER EARNED OR DECLARED OR NOT) REMAINING UNPAID ON SUCH VOTING PREFERENCE SHARES CALCULATED UP TO AND INCLUDING THE DATE OF THE COMMENCEMENT OF THE WINDING UP 6. SAVE AS SET OUT ABOVE, THE A SHARES SHALL NOT CONFER UPON THE HOLDERS OF SUCH SHARES ANY FURTHER RIGHT OF PARTICIPATION IN THE PROFITS OR ASSETS OF THE COMPANY.

| | | | |
|------------------|------------|--------------------------|-----|
| Class of Shares: | CLASS | Number allotted | 20 |
| | B | Aggregate nominal value: | 0.2 |
| | VOTING | | |
| | PREFERENCE | | |

Currency: **GBP**

Prescribed particulars

1. SAVE AS SET OUT AT PARAGRAPH 2 BELOW, EACH CLASS B VOTING PREFERENCE SHARE ("B SHARE") CARRIES ONE VOTE, RANKS EQUALLY WITH THE CLASS A VOTING PREFERENCE SHARES ("A SHARES") AS RESPECTS DIVIDENDS, A RETURN OF CAPITAL BY THE COMPANY TO ITS MEMBERS OR A DISTRIBUTION OF THE ASSETS OF THE COMPANY AMONG ITS MEMBERS ON A WINDING UP OR OTHERWISE AND IS NOT REDEEMABLE. 2. THE HOLDERS OF THE B SHARES SHALL NOT BE ENTITLED TO VOTE ON ANY ORDINARY RESOLUTION TO APPOINT OR REMOVE A DIRECTOR APPOINTED BY THE HOLDERS OF THE A SHARES. 3. SAVE AS SET OUT ABOVE, THE B SHARES SHALL NOT CONFER UPON THE HOLDERS OF SUCH SHARES ANY FURTHER RIGHT OF PARTICIPATION IN THE PROFITS OR ASSETS OF THE COMPANY.

| | | | |
|------------------|----------|--------------------------|-----------|
| Class of Shares: | NON- | Number allotted | 577515151 |
| | VOTING | Aggregate nominal value: | 577515151 |
| | ORDINARY | | |

Currency: **GBP**

Prescribed particulars

1. EACH NON-VOTING ORDINARY SHARE ("ORDINARY SHARE") IS NON-REDEEMABLE.

2. EACH ORDINARY SHARE ONLY CARRIES THE RIGHT TO VOTE IN RESPECT OF THE FOLLOWING MATTERS, IN RESPECT OF WHICH EACH ORDINARY SHARE SHALL HAVE ONE VOTE: A) A RESOLUTION OF THE ORDINARY SHARES AS A CLASS IN RESPECT OF A VARIATION OF THE RIGHTS ATTACHED TO THE ORDINARY SHARES; B) AN AUTHORISATION TO THE DIRECTORS TO ISSUE ORDINARY SHARES OR A REVOCATION OF ANY EXISTING AUTHORISATION TO THE DIRECTORS TO ISSUE ORDINARY SHARES; C) A REDUCTION OF SHARE CAPITAL TO BE EFFECTED BY CANCELLING ANY ORDINARY SHARE OR REPAYING ANY PAID-UP ORDINARY SHARE OR ANY PART OF SUCH ORDINARY SHARE.

3. AS REGARDS DIVIDENDS, THE RIGHTS OF THE HOLDERS OF ORDINARY SHARES ARE SUBJECT TO SATISFACTION IN FULL OF THE RIGHTS OF THE HOLDERS OF THE A SHARES AND THE B SHARES.

4. ON A DISTRIBUTION OF ASSETS OF THE COMPANY AMONG ITS MEMBERS ON A WINDING UP OR OTHERWISE THE HOLDERS OF ORDINARY SHARES SHALL BE ENTITLED, SUBJECT TO SATISFACTION IN FULL OF THE RIGHTS OF THE HOLDERS OF THE A SHARES AND THE B SHARES, TO: (A) RECEIVE THE AMOUNT PAID UP OR CREDITED AS PAID UP (INCLUDING THE FULL AMOUNT OF ANY PREMIUM AT WHICH SUCH SHARES WERE ISSUED WHETHER OR NOT SUCH PREMIUM IS APPLIED FOR ANY PURPOSE AFTER THAT) ON THEIR HOLDINGS OF ORDINARY SHARES; AND (B) PARTICIPATE IN ANY SURPLUS SO ARISING IN PROPORTION TO THE NUMBER OF ORDINARY SHARES HELD BY EACH OF THEM.

Statement of Capital (Totals)

| | | | |
|-----------|------------|--------------------------------|------------------|
| Currency: | GBP | Total number of shares: | 577515251 |
| | | Total aggregate nominal value: | 577515152 |
| | | Total aggregate amount unpaid: | 0 |

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Administrator, Administrative Receiver, Receiver, Receiver Manager, CIC Manager.