

SH01

Return of allotment of shares



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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 to account
on formation of the company or
for an allotment of a new class of
shares by an unlimited company.

SATURDAY



A28 *A67BRBWP* #250
27/05/2017
COMPANIES HOUSE

1 Company details

Company number 09364895

Company name in full SimplyCook Limited

→ **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 ①

From Date d 1 d 0 m 0 m 5 y 2 y 0 y 1 y 7
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	Seed	1,994,985	£0.000001	£0.37093	£0.00
GBP	Ordinary	67,397	£0.000001	£0.37093	£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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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.

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

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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 Seed Shares/Ordinary Shares/B Shares/Deferred Shares

Prescribed particulars
① See continuation sheet.

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.

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 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 Rory Suggett

Company name Ashfords LLP

Address Tower Wharf

Cheese Lane

Post town Bristol

County/Region

Postcode B S 2 0 J J

Country

DX 151760 Bristol 30

Telephone 0117 321 8067

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

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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	Seed Shares	7,754,654	£77.54654	
GBP	Ordinary Shares	10,986,021	£109.86021	
GBP	Deferred Shares	828,000	£8.28000	
GBP	B Shares	150,000	£150,000.00000	
Totals		19,718,675	£150,195.68675	£0.00

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5 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	Seed Shares/Ordinary Shares/B Shares/Deferred Shares
Prescribed particulars	<p>On a distribution of assets on a liquidation or a return of capital (other than a conversion, redemption or purchase of Shares) the surplus assets of the Company remaining after payment of its liabilities (the "Surplus Assets") shall be applied (to the extent that the Company is lawfully permitted to do so) as follows:</p> <p>4.1.1. first in paying to each of the holders of the Seed Shares (other than Deferred Shares) an amount per share held equal to the amount subscribed or deemed to have been subscribed (including premium) for such share or, if the Surplus Assets are insufficient to meet such liability, then pro rata in accordance with the amount subscribed or deemed to have been subscribed (including premium);</p> <p>4.1.2. second, (subject always to Article 34) in paying the holders of B Shares either:</p> <p>4.1.2.1. the sum of £1 in aggregate for all of the B Shares as a class where the Proceeds Per Share is below the Threshold Price; or</p> <p>4.1.2.2. the sum of £150,000 in aggregate for all of the B Shares as a class where the Proceeds Per Share is equal to or greater than the Threshold Price; and</p> <p>4.1.3. third, in paying the holders of Deferred Shares (if any) £1.00 in aggregate for all Deferred Shares; and</p> <p>4.1.4 fourth, in paying to all Shareholders (other than the holders of Deferred Shares and B Shares) an amount equal to any declared but unpaid dividends or, if the Surplus Assets are insufficient to meet such liability, then pro rata in accordance with the amount of any declared but unpaid dividend; and</p> <p>4.1.5. fifth, in distributing the balance of the Surplus Assets between the holders of Ordinary Shares pro rata in accordance with the number of Ordinary Shares held by such Shareholders.</p> <p>Dividends - the B Shares and Deferred Shares are not entitled to receive a dividend.</p> <p>Voting - on a show of hands, holders of Ordinary and Seed Shares are entitled to vote who (being an individual) is present in person or by proxy or (being a corporate body) is present by a representative or proxy shall have one vote and, on a poll, each such Shareholder shall have one vote for each share of which he is the holder. Holders of Deferred Shares are not entitled to receive notice of, to attend, to speak or to vote at any general meeting of the Company nor to receive or vote on, or otherwise constitute an eligible member for the purposes of, proposed written resolutions.</p> <p>Redeemable - the Shares are not redeemable. Any Deferred Shares issued as redeemable 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>