

**SH01**

Return of allotment of shares

laserform

TUESDAY



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30/04/2019

#195

COMPANIES HOUSE

Go online to file this information  
[www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

**✓ 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 subscribers on formation of the company or for an allotment of a new class of shares by an unlimited company.

For further information, please refer to our guidance at [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

**1****Company details**

Company number 0 9 3 6 4 8 9 5

Company name in full SimplyCook 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 ①**

From Date d 1 d 8 m 0 m 4 y 2 y 0 y 1 y 9  
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
£	Seed Shares	5664	0.00001	0.5417	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)

### Return of allotment of shares

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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.

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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## Return of allotment of shares

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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	5233522	52.33522	
GBP	Seed	10151025	101.51025	
GBP	Ordinary	12629752	126.29752	
GBP	Deferred	828000	8.28	
GBP	B Ordinary	150000	150,000.00	
Totals		28992299	150288.42299	0.00

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Return of allotment of shares

**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

See continuation sheets.

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.

**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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## Return of allotment of shares

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

Class of share	A Ordinary shares
Prescribed particulars	<p><b>Distribution - 5.1</b> 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 "Net Proceeds") shall be applied (to the extent that the Company is lawfully permitted to do so):</p> <p>(a) first, in paying 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>(b) second, in paying a sum equal to £X plus £100 (where X is an amount equal to the aggregate A Share Return of all the A Shares in issue at the relevant time plus any Arrears (if any) on the A Shares (as the case may be) due or declared but unpaid down to the date of the return of assets ("Due Dividend")), to be distributed as to 0.0001% to the holders of the B Shares; the Seed Shares and the Ordinary Shares pro-rata according to the number of B Shares, Seed Shares and Ordinary Shares held by them and as to the balance to the holders of A Shares such that each holder of A Shares receives in respect of each A Share held the A Share Return plus the amount of any Due Dividend in respect of that A Share and providing that, where there are insufficient Net Proceeds to pay the amounts under this Article 5.1(b), the Net Proceeds shall be distributed amongst the holders of the A Shares, B Shares, Seed Shares and Ordinary Shares pro rata to the amount they would otherwise have received hereunder;</p> <p>(c) third, in paying a sum equal to £Y plus £100 (where Y is an amount equal to the aggregate Issue Price of all the Seed Shares in issue at the relevant time plus any Arrears (if any) on the Seed Shares (as the case may be) due or declared but unpaid down to the date of the return of assets ("Due Dividend")) to be distributed as to 0.0001% to the holders of the A Shares, the B Shares and the Ordinary Shares pro-rata according to the number of A Shares, B Shares and Ordinary Shares held by them and as to the balance to the holders of the Seed Shares an amount equal to the amount subscribed or deemed to have been subscribed (including premium) for such share plus any Due Dividend on such share and providing that, where there are insufficient Net Proceeds to pay the amounts under this Article 5.1(c), the Net Proceeds shall be distributed amongst the holders of the A Shares, B Shares, Seed Shares and Ordinary Shares pro rata to the amount they would otherwise have received hereunder;</p> <p>(d) fourthly, in paying £1.00 to the holders of the A Shares, the Seed Shares and the Ordinary Shares (as if one class) payment of which may be made to any holder of A Shares, Ordinary Shares or Seed Shares held by them and in paying the holders of the B Shares:</p> <p>(i) 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>(ii) 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,</p> <p>and providing that, where there are insufficient Net Proceeds to pay the amounts under this Article 5.1(d), the Net Proceeds shall be distributed amongst the holders of the A Shares, B Shares, Seed Shares and Ordinary Shares pro rata to the amount they would otherwise have received hereunder;</p> <p>thereafter the balance of the Net Proceeds, if any, shall be distributed as to 0.0001% to the holders of A Shares, B Shares and Seed Shares, and as to the balance to the holders of Ordinary Shares on a pro-rata basis according to the number of such shares held by them as if they constituted one class of share immediately prior to the commencement of the winding up (in the case of a winding up) or the return of capital (in any other case),</p> <p><b>PROVIDED</b> always that this Article 5 is subject to the limits in Article 10.</p> <p><b>Redeemable</b> - the Shares are not redeemable but subject to the Act, any 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(s) without obtaining the sanction of the holder(s).</p>

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

Class of share	A Ordinary shares
Prescribed particulars	<p><b>Dividends</b> - Any Available Profits which the Company may determine, with Investor Majority Consent, to distribute will be distributed among the holders of the Deferred Shares, B Shares and the Equity Shares so that the holders of Deferred Shares receive £1.00 (as a class), payment of which may be made to any holder of Deferred Shares on behalf of the class, the holders of the B Shares received £1.00 (as a class), payment of which may be made to any holder of B Shares on behalf of the class, and the balance of the Available Profits, if any, shall be distributed to the holders of the Equity Shares (on a pari passu basis as if the Equity Shares constituted one class of share) pro-rata to their respective holdings of Equity Shares</p> <p>PROVIDED always that this Article 4.2 is subject to the limits in Article 10.</p> <p><b>Voting</b> - Equity Shares shall confer on each holder of Equity Shares, the right to receive notice of and to attend, speak and vote at all general meetings of the Company and to receive and vote on proposed written resolutions of the Company.</p> <p>The Deferred Shares (if any) 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, or otherwise constitute an eligible member for the purposes of, proposed written resolutions of the Company.</p> <p>The B Shares (if any) 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, or otherwise constitute an eligible member for the purposes of, proposed written resolutions of the Company.</p> <p>Where Shares confer a right to vote, 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>PROVIDED always that this Article 8.4 is subject to the limits in Article 10.</p>

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Class of share	B Ordinary shares
Prescribed particulars	<p><b>Dividends</b> - Any Available Profits which the Company may determine, with Investor Majority Consent, to distribute will be distributed among the holders of the Deferred Shares, B Shares and the Equity Shares so that the holders of Deferred Shares receive £1.00 (as a class), payment of which may be made to any holder of Deferred Shares on behalf of the class, the holders of the B Shares received £1.00 (as a class), payment of which may be made to any holder of B Shares on behalf of the class, and the balance of the Available Profits, if any, shall be distributed to the holders of the Equity Shares (on a pari passu basis as if the Equity Shares constituted one class of share) pro-rata to their respective holdings of Equity Shares</p> <p>PROVIDED always that this Article 4.2 is subject to the limits in Article 10.</p> <p><b>Voting</b> - Equity Shares shall confer on each holder of Equity Shares, the right to receive notice of and to attend, speak and vote at all general meetings of the Company and to receive and vote on proposed written resolutions of the Company.</p> <p>The Deferred Shares (if any) 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, or otherwise constitute an eligible member for the purposes of, proposed written resolutions of the Company.</p> <p>The B Shares (if any) 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, or otherwise constitute an eligible member for the purposes of, proposed written resolutions of the Company.</p> <p>Where Shares confer a right to vote, 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>PROVIDED always that this Article 8.4 is subject to the limits in Article 10.</p>

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## Return of allotment of shares

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

Class of share	Deferred shares
Prescribed particulars	<p><b>Distribution - 5.1</b> 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 "Net Proceeds") shall be applied (to the extent that the Company is lawfully permitted to do so):</p> <p>(a) first, in paying 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>(b) second, in paying a sum equal to £X plus £100 (where X is an amount equal to the aggregate A Share Return of all the A Shares in issue at the relevant time plus any Arrears (if any) on the A Shares (as the case may be) due or declared but unpaid down to the date of the return of assets ("Due Dividend")), to be distributed as to 0.0001% to the holders of the B Shares, the Seed Shares and the Ordinary Shares pro-rata according to the number of B Shares, Seed Shares and Ordinary Shares held by them and as to the balance to the holders of A Shares such that each holder of A Shares receives in respect of each A Share held the A Share Return plus the amount of any Due Dividend in respect of that A Share and providing that, where there are insufficient Net Proceeds to pay the amounts under this Article 5.1(b), the Net Proceeds shall be distributed amongst the holders of the A Shares, B Shares, Seed Shares and Ordinary Shares pro rata to the amount they would otherwise have received hereunder;</p> <p>(c) third, in paying a sum equal to £Y plus £100 (where Y is an amount equal to the aggregate Issue Price of all the Seed Shares in issue at the relevant time plus any Arrears (if any) on the Seed Shares (as the case may be) due or declared but unpaid down to the date of the return of assets ("Due Dividend")) to be distributed as to 0.0001% to the holders of the A Shares, the B Shares and the Ordinary Shares pro-rata according to the number of A Shares, B Shares and Ordinary Shares held by them and as to the balance to the holders of the Seed Shares an amount equal to the amount subscribed or deemed to have been subscribed (including premium) for such share plus any Due Dividend on such share and providing that, where there are insufficient Net Proceeds to pay the amounts under this Article 5.1(c), the Net Proceeds shall be distributed amongst the holders of the A Shares, B Shares, Seed Shares and Ordinary Shares pro rata to the amount they would otherwise have received hereunder;</p> <p>(d) fourthly, in paying £1.00 to the holders of the A Shares, the Seed Shares and the Ordinary Shares (as if one class) payment of which may be made to any holder of A Shares, Ordinary Shares or Seed Shares held by them and in paying the holders of the B Shares:</p> <p>(i) 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>(ii) 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,</p> <p>and providing that, where there are insufficient Net Proceeds to pay the amounts under this Article 5.1(d), the Net Proceeds shall be distributed amongst the holders of the A Shares, B Shares, Seed Shares and Ordinary Shares pro rata to the amount they would otherwise have received hereunder;</p> <p>thereafter the balance of the Net Proceeds, if any, shall be distributed as to 0.0001% to the holders of A Shares, B Shares and Seed Shares, and as to the balance to the holders of Ordinary Shares on a pro-rata basis according to the number of such shares held by them as if they constituted one class of share immediately prior to the commencement of the winding up (in the case of a winding up) or the return of capital (in any other case),</p> <p><b>PROVIDED</b> always that this Article 5 is subject to the limits in Article 10.</p> <p><b>Redeemable</b> - the Shares are not redeemable but subject to the Act, any 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(s) without obtaining the sanction of the holder(s).</p>

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## Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	Deferred shares	
Prescribed particulars	<p>Dividends - Any Available Profits which the Company may determine, with Investor Majority Consent, to distribute will be distributed among the holders of the Deferred Shares, B Shares and the Equity Shares so that the holders of Deferred Shares receive £1.00 (as a class), payment of which may be made to any holder of Deferred Shares on behalf of the class, the holders of the B Shares received £1.00 (as a class), payment of which may be made to any holder of B Shares on behalf of the class, and the balance of the Available Profits, if any, shall be distributed to the holders of the Equity Shares (on a pari passu basis as if the Equity Shares constituted one class of share) pro-rata to their respective holdings of Equity Shares</p> <p>PROVIDED always that this Article 4.2 is subject to the limits in Article 10.</p> <p>Voting - Equity Shares shall confer on each holder of Equity Shares, the right to receive notice of and to attend, speak and vote at all general meetings of the Company and to receive and vote on proposed written resolutions of the Company.</p> <p>The Deferred Shares (if any) 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, or otherwise constitute an eligible member for the purposes of, proposed written resolutions of the Company.</p> <p>The B Shares (if any) 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, or otherwise constitute an eligible member for the purposes of, proposed written resolutions of the Company.</p> <p>Where Shares confer a right to vote, 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>PROVIDED always that this Article 8.4 is subject to the limits in Article 10.</p>	

# SH01

## Return of allotment of shares



### 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 Ross Van de Velde

Company name Ashfords LLP

Address Tower Wharf

Cheese Lane

Post town Bristol

County/Region Avon

Postcode B S 2 0 J J

Country UK

DX 151760 Bristol 30

Telephone 0117 3218000



### 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 relevant 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.gov.uk/companieshouse](http://www.gov.uk/companieshouse) or email [enquiries@companieshouse.gov.uk](mailto: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](http://www.gov.uk/companieshouse)