

SH01

Return of allotment of shares

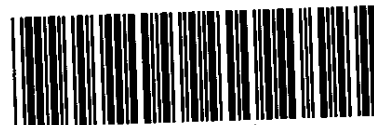
laserform



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



A07 16/05/2018 #260
COMPANIES HOUSE

1 Company details

Company number 9 4 6 0 2 5 6
Company name in full Cooke Optics Group 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 0 4 6 4 2 0 1 8
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.

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
Sterling	C Ordinary Shares	35000	0.01	3.42	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)

SH01

Return of allotment of shares

4

Statement of capital

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.

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
Currency table A				
	See Continuation Sheet			
	Totals			
Currency table B				
	Totals			
Currency table C				
	Totals			
		Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
Totals (including continuation pages)		15,251,044	£6,639,919.34	£0.00

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

SH01

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

A Preference Shares

Prescribed particulars

1

- (a) Voting: The A Preference Shares have no voting rights
 (b) Dividends: The A Preference Shares are entitled to an 8% per annum dividend on the nominal amount of the A Preference Shares which is rolled up (but not compounded) and payable on redemption of the A Preference Shares
 (c) Capital: See B Ordinary Shares
 (d) Redemption: The A Preference Shares are redeemable

Class of share

B Preference Shares

Prescribed particulars

2

- (a) Voting: The B Preference Shares have no voting rights
 (b) Dividends: The B Preference Shares are entitled to an 8% per annum dividend on the nominal amount of the B Preference Shares which is rolled up (but not compounded) and payable on redemption of the B Preference Shares
 (c) Capital: See B Ordinary Shares
 (d) Redemption: The B Preference Shares are redeemable

Class of share

Preferred Ordinary Shares

Prescribed particulars

3

- (a) Voting: The Preferred Ordinary Shares have no voting rights
 (b) Dividends: The Preferred Ordinary Shares have no dividend rights
 (c) Capital: See B Ordinary Shares
 (d) Redemption: The Preferred Ordinary Shares are not redeemable

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 *R Howard* X

This form may be signed by:

Director ②, Secretary, Person authorised ①, 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.

① Person authorised

Under either section 270 or 274 of the Companies Act 2006.

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 **Jayne Aarons**Company name **Squire Patton Boggs (UK) LLP**Address **6 Wellington Place**Post town **Leeds**

County/Region

Postcode

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Country **England**

DX

Telephone **+44 (0113) 284 7000****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 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

SH01 - continuation page

Return of allotment of shares

4

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
Sterling	A Preference Shares	6619805	66,198.05	
Sterling	B Preference Shares	6619805	6,553,606.95	
Sterling	Preferred Ordinary Shares	1011434	10,114.34	
Sterling	A Ordinary Shares	522500	5,225.00	
Sterling	B Ordinary Shares	332483	3,324.83	
Sterling	C Ordinary Shares (£1.00)	110000	1,100.00	
Sterling	C Ordinary Shares (£3.42)	35000	350.00	
Sterling	D Ordinary Shares	17	0.17	
Totals		15251044	6,639,919.34	£0.00

SH01 - continuation page

Return of allotment of shares

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

Class of share	A Ordinary Shares	
Prescribed particulars	<p>(a) Voting: Each A Ordinary Share has one vote on a show of hands or on a poll</p> <p>(b) Dividends: The A Ordinary Shares participate pari passu with the B, C and D Ordinary Shares on any distribution and pro rata to the number of shares held</p> <p>(c) Capital: See B Ordinary Shares</p> <p>(d) Redemption: The A Ordinary Shares are not redeemable</p>	

SH01 - continuation page

Return of allotment of shares

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

Class of share	B Ordinary Shares
Prescribed particulars	<p>(a) Voting: The holders of B Ordinary Shares as a class on a show of hands or on a poll have such number of votes as represent X% of votes cast allocated amongst them pro-rata to the number of B Ordinary Shares held where</p> $X = \{[(B + D)/E] \times 100\} - 13$ <p>where:</p> <p>"B" is the number of B Ordinary Shares in issue</p> <p>"D" is the number of D Ordinary Shares in issue which are not disenfranchised under Article 13</p> <p>"E" is the number of A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares in issue</p> <p>(b) Dividends: The B Ordinary Shares participate pari passu with the A Ordinary Shares, C Ordinary Shares and D Ordinary Shares on any distribution</p> <p>(c) Capital: On a capital distribution any amounts to be distributed are allocated in the following order of priority:-</p> <p>(i) to the holders of A Preference Shares and B Preference Shares a sum equal to the nominal amount of each share and any accrued but unpaid preference dividends thereon and to the holders of Preferred Ordinary Shares a sum equal to the subscription price (including any premium) and the preferred return equal to 8% p.a on the subscription price of the Preferred Ordinary Shares (including any premium); and</p> <p>(ii) any balance to the holders of A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares pari passu as if a single class of shares and pro rata to the number of shares held</p> <p>(d) Redemption: The B Ordinary Shares are not redeemable.</p>

SH01 - continuation page
Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	C Ordinary Shares	
Prescribed particulars	<p>(a) Voting: Each C Ordinary Share has one vote on a show of hands or on a poll</p> <p>(b) Dividends: The C Ordinary Shares participate pari passu with the A, B and D Ordinary Shares on any distribution</p> <p>(c) Capital: See B Ordinary Shares</p> <p>(d) Redemption: The C Ordinary Shares are not redeemable</p>	

SH01 - continuation page

Return of allotment of shares

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

Class of share	D Ordinary Shares	
Prescribed particulars	<p>(a) Voting: The D Ordinary Shares as a class on a show of hands or on a poll have such number of votes as represent 13$\frac{1}{4}$ of the votes cast allocated amongst them pro rata to the number of shares held</p> <p>(b) Dividends: The D Ordinary Shares participate pari passu with the A, B and C Ordinary Shares</p> <p>(c) Capital: See B Ordinary Shares</p> <p>(d) Redemption: The D Ordinary Shares are not redeemable</p>	