

**Return of Allotment of Shares**Company Name: **URBAN MASSAGE HOLDING LIMITED**Company Number: **09948725**Received for filing in Electronic Format on the: **10/10/2020**

X9FD4JDC

**Shares Allotted (including bonus shares)**

Date or period during which shares are allotted	From	To
	<b>25/09/2020</b>	<b>25/09/2020</b>

<b>Class of Shares:</b>	<b>ORDINARY</b>	Number allotted	<b>2276870</b>
<b>Currency:</b>	<b>GBP</b>	Nominal value of each share	<b>0.001</b>
		Amount paid:	<b>1.098</b>
		Amount unpaid:	<b>0.0</b>

No shares allotted other than for cash

<b>Class of Shares:</b>	<b>ORDINARY</b>	Number allotted	<b>1082350</b>
<b>Currency:</b>	<b>GBP</b>	Nominal value of each share	<b>0.001</b>
		Amount paid:	<b>1.098</b>
		Amount unpaid:	<b>0.0</b>

No shares allotted other than for cash

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## Statement of Capital (Share Capital)

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Class of Shares:	ORDINARY	Number allotted	25295543
Currency:	GBP	Aggregate nominal value:	25295.543

Prescribed particulars

VOTING: ON A SHOW OF HANDS EACH SHAREHOLDER HAS ONE VOTE AND ON A POLL EACH SHAREHOLDER HAS ONE VOTE PER SHARE CAPITAL: ON A SHARE SALE OR ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE OF SHARES), THE PROCEEDS OF SALE OR THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES (THE "SURPLUS") (AS THE CASE MAY BE) (SUCH PROCEEDS OF SALE OR SURPLUS HEREINAFTER REFERRED TO AS THE "DISTRIBUTION FUNDS") SHALL BE DISTRIBUTED (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO) AS FOLLOWS: (A) FIRST IN PAYING TO EACH HOLDER OF SHARES OTHER THAN DEFERRED SHARES (AN "EQUITY SHAREHOLDER") THE AGGREGATE OF THE PRICE PAID PER SHARE EQUAL TO THE AMOUNT SUBSCRIBED OR DEEMED TO HAVE BEEN SUBSCRIBED (INCLUDING ANY PREMIUM) FOR SUCH SHARE (THE "ORIGINAL PURCHASE PRICE") PAID BY SUCH EQUITY SHAREHOLDER, PROVIDED THAT, IF THERE ARE INSUFFICIENT DISTRIBUTABLE FUNDS TO PAY THE ORIGINAL PURCHASE PRICE ON EACH EQUITY SHARE, THE AVAILABLE DISTRIBUTABLE FUNDS SHALL BE DISTRIBUTED TO THE EQUITY SHAREHOLDERS PRO RATA TO THE RESPECTIVE AGGREGATE ORIGINAL PURCHASE PRICE PAID BY EACH EQUITY SHAREHOLDER; (B) SECOND, IN PAYING TO EACH EQUITY SHAREHOLDER (A "SHORTFALL SHAREHOLDER") WHO HAS BEEN PAID A LOWER AMOUNT UNDER (A) ABOVE THAN SUCH SHORTFALL SHAREHOLDER WOULD HAVE BEEN PAID HAD THE DISTRIBUTABLE FUNDS BEEN DISTRIBUTED TO ALL EQUITY SHAREHOLDERS PRO RATA TO THEIR RESPECTIVE HOLDINGS OF EQUITY SHARES (HIS "PRO RATA ENTITLEMENT"), SUCH AMOUNT TO WHICH EACH SHORTFALL SHAREHOLDER IS ENTITLED ACCORDING TO THE NUMBER OF EQUITY SHARES HELD BY HIM, PRO RATA TO THE AGGREGATE NUMBER OF EQUITY SHARES HELD BY ALL SHORTFALL SHAREHOLDERS, PROVIDED THAT NO AMOUNT SHALL BE PAID TO ANY SHORTFALL SHAREHOLDER UNDER THIS (B) WHICH WOULD RESULT IN SUCH SHORTFALL SHAREHOLDER BEING PAID AN AMOUNT IN EXCESS OF HIS PRO RATA ENTITLEMENT; (C) THIRD, THE BALANCE OF THE SURPLUS (LESS ANY AMOUNT PAYABLE UNDER (D) (IF ANY)) SHALL BE DISTRIBUTED AMONG THE HOLDERS OF EQUITY SHARES PRO RATA TO THE NUMBER OF EQUITY SHARES HELD; AND (D) FOURTH, 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 THE DEFERRED SHARES) PROVIDED THAT NO PAYMENT SHALL BE MADE UNDER THIS (CI) UNLESS THE HOLDERS OF THE EQUITY SHARES HAVE RECEIVED £675 MILLION OR MORE IN RESPECT OF EACH EQUITY SHARE HELD BY THEM. DIVIDEND: DIVIDENDS SHALL BE DISTRIBUTED PRO-RATA BETWEEN SHARES EXCEPT FOR A SPECIAL DIVIDEND, WHICH SHALL BE DISTRIBUTED IN THE SAME ORDER OF PRIORITY IN RESPECT OF A RETURN OF CAPITAL ABOVE. REDEMPTION: THE SHARES ARE NOT REDEEMABLE.**

<b>Class of Shares:</b>	<b>SERIES</b>	Number allotted	<b>14603500</b>
	<b>A</b>	Aggregate nominal value:	<b>14603.5</b>
<b>Currency:</b>	<b>GBP</b>		

Prescribed particulars

**VOTING: ON A SHOW OF HANDS EACH SHAREHOLDER HAS ONE VOTE AND ON A POLL EACH SHAREHOLDER HAS ONE VOTE PER SHARE CAPITAL: ON A SHARE SALE OR ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE OF SHARES), THE PROCEEDS OF SALE OR THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES (THE “SURPLUS”) (AS THE CASE MAY BE) (SUCH PROCEEDS OF SALE OR SURPLUS HEREINAFTER REFERRED TO AS THE “DISTRIBUTABLE FUNDS”) SHALL BE DISTRIBUTED (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO) AS FOLLOWS: (A) FIRST, IN PAYING TO EACH HOLDER OF SHARES OTHER THAN DEFERRED SHARES (AN “EQUITY SHAREHOLDER”) THE AGGREGATE OF THE PRICE PAID PER SHARE EQUAL TO THE AMOUNT SUBSCRIBED OR DEEMED TO HAVE BEEN SUBSCRIBED (INCLUDING ANY PREMIUM) FOR SUCH SHARE (THE “ORIGINAL PURCHASE PRICE”) PAID BY SUCH EQUITY SHAREHOLDER, PROVIDED THAT, IF THERE ARE INSUFFICIENT DISTRIBUTABLE FUNDS TO PAY THE ORIGINAL PURCHASE PRICE ON EACH EQUITY SHARE, THE AVAILABLE DISTRIBUTABLE FUNDS SHALL BE DISTRIBUTED TO THE EQUITY SHAREHOLDERS PRO RATA TO THE RESPECTIVE AGGREGATE ORIGINAL PURCHASE PRICE PAID BY EACH EQUITY SHAREHOLDER; (B) SECOND, IN PAYING TO EACH EQUITY SHAREHOLDER (A “SHORTFALL SHAREHOLDER”) WHO HAS BEEN PAID A LOWER AMOUNT UNDER (A) ABOVE THAN SUCH SHORTFALL SHAREHOLDER WOULD HAVE BEEN PAID HAD THE DISTRIBUTABLE FUNDS BEEN DISTRIBUTED TO ALL EQUITY SHAREHOLDERS PRO RATA TO THEIR RESPECTIVE HOLDINGS OF EQUITY SHARES (HIS “PRO RATA ENTITLEMENT”), SUCH AMOUNT TO WHICH EACH SHORTFALL SHAREHOLDER IS ENTITLED ACCORDING**

TO THE NUMBER OF EQUITY SHARES HELD BY HIM, PRO RATA TO THE AGGREGATE NUMBER OF EQUITY SHARES HELD BY ALL SHORTFALL SHAREHOLDERS, PROVIDED THAT NO AMOUNT SHALL BE PAID TO ANY SHORTFALL SHAREHOLDER UNDER THIS (B) WHICH WOULD RESULT IN SUCH SHORTFALL SHAREHOLDER BEING PAID AN AMOUNT IN EXCESS OF HIS PRO RATA ENTITLEMENT; (C) THIRD, THE BALANCE OF THE SURPLUS (LESS ANY AMOUNT PAYABLE UNDER (D) (IF ANY)) SHALL BE DISTRIBUTED AMONG THE HOLDERS OF EQUITY SHARES PRO RATA TO THE NUMBER OF EQUITY SHARES HELD; AND (D) FOURTH 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) PROVIDED THAT NO PAYMENT SHALL BE MADE UNDER THIS (D) UNLESS THE HOLDERS OF EQUITY SHARES HAVE RECEIVED £675 MILLION OR MORE IN RESPECT OF EACH EQUITY SHARE HELD BY THEM. DIVIDEND: DIVIDENDS SHALL BE DISTRIBUTED PRO-RATA BETWEEN SHARES EXCEPT FOR A SPECIAL DIVIDEND, WHICH SHALL BE DISTRIBUTED IN THE SAME ORDER OF PRIORITY IN RESPECT OF A RETURN OF CAPITAL ABOVE. REDEMPTION: THE SHARES ARE NOT REDEEMABLE.

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## Statement of Capital (Totals)

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Currency:	<b>GBP</b>	Total number of shares:	<b>39899043</b>
		Total aggregate nominal value:	<b>39899.043</b>
		Total aggregate amount unpaid:	<b>0</b>

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### Authorisation

Authenticated

This form was authorised by one of the following:

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