

SH01

Return of allotment of shares



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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 for**
You cannot use this form to give
notice of shares taken on formation of the
company for an allotment of shares by an unlimited
company.

FRIDAY



A25 *A66R82M0* 19/05/2017 #440
COMPANIES HOUSE

lease
house

1 Company details

Company number 1 0 6 0 9 6 8 2
Company name in full DMWSL 854 Limited (the "Company")

→ **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 2 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
£	A Ordinary	549990	0.10	0.42845	0.00
£	B Ordinary	365000	0.10	0.42845	0.00
£	C Ordinary	55000	0.10	6.638582	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)

B Ordinary - £156,384.99 satisfied by way of the issue of 365,000 B ordinary shares of
£0.10 each in the capital of the Company at a subscription price of
£0.42845 each as consideration payable by the Company to the sellers for the acquisition by
the Company of unsecured loan notes in the capital of DMWSL 855 Limited.

C Ordinary - £365,122.01 satisfied by way of the issue of 55,000 C ordinary shares of £0.10
each in the capital of the Company at a subscription price of
£6.638582 each as consideration payable by the Company to the sellers for the acquisition
by the Company of unsecured loan notes in the capital of DMWSL 855 Limited.

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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				
£	A Ordinary	550000	55,000.00	
£	B Ordinary	365000	36,500.00	
£	C Ordinary	55000	5,500.00	
Totals		970000	97,000.00	0

Currency table B				
Totals				

Currency table C				
Totals				

	Total number of shares	Total aggregate nominal value ①	Total aggregate amount unpaid ①
Totals (including continuation pages)	970000	97,000.00	0

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

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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 Ordinary

Prescribed particulars
1

Please see continuation page.

Class of share

B Ordinary

Prescribed particulars
1

Please see continuation page.

Class of share

C Ordinary

Prescribed particulars
1

Please see continuation page.

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 *K McDonald* 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 Tony Herron

Company name Dickson Minto W.S

Address 16 Charlotte Square

Edinburgh

Post town

County/Region

Postcode E H 2 4 D F

Country

DX 199

Telephone +44 (0) 131 225 4455

**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

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

Class of share	A Ordinary	
Prescribed particulars	<p>Income</p> <p>Subject to the terms of Clause 8.1 and 8.6 of the Investment Agreement, any profits which the Directors may lawfully determine to distribute in respect of any financial year shall be distributed amongst the holders of the Ordinary Shares pro rata to the number of Ordinary Shares held by each of such holders.</p> <p>See continuation page 2.</p>	

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

Class of share	A Ordinary	
Prescribed particulars	<p>Capital</p> <p>On a Realisation Event, the Shareholder Proceeds shall be distributed as at the date on which the relevant Realisation Event takes place amongst the holders of Ordinary Shares pro rata to the number of Ordinary Shares held by each of them and pari passu as if all of such Ordinary Shares constituted a single class.</p> <p>The foregoing provisions of Article 4.1.2 shall be subject to the following overriding provisions:</p> <p>(A) Upon a Sale, the holders of those Shares not acquired by the relevant purchaser(s) shall not be entitled to any allocation of Shareholder Proceeds in accordance with this Article 4.1.2.</p> <p>(B) If a Listing is proposed then, immediately prior to and conditional on the Listing taking place, the Company shall (with Investor Consent) complete all necessary steps required to reorganise, recapitalise, convert or reclassify the issued share capital of the Company for the purpose of ensuring the Company has a single class of ordinary shares at the time of the Listing.</p> <p>(C) When determining the amount of the Shareholder Proceeds in the case of any Exit, the cash value of any non cash consideration payable in connection with such Exit shall be included at the amount as finally determined by the Valuer acting as an expert and not as an arbiter.</p> <p>(D) This paragraph shall only apply in relation to any element of Shareholder Proceeds which is deferred or contingent consideration; if such circumstances arise, the Shareholder Proceeds allocated on completion of the relevant Realisation Event will exclude the element of consideration which is deferred or contingent which instead will be dealt with subsequent to such completion of the Realisation Event (as appropriate)</p> <p>See continuation page 3.</p>	

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

Class of share	A Ordinary	
Prescribed particulars	<p>in accordance with the following provisions of this paragraph. On each occasion on which any deferred and/or contingent consideration which is not so allocated shall in fact be received by the Shareholders (or any of them), the provisions of Article 4.1.2 shall be reopened and reapplied as at the date of the Realisation Event treating the late receipt as Shareholder Proceeds to determine the allocation of the same and, for that purpose, the calculations used in allocating consideration already received shall be reworked provided always that no value already allocated shall be re-allocated and this provision shall serve only to allocate the additional consideration later received. The Company and the Shareholders agree that the provisions of this paragraph shall remain in full force and effect (as covenants on the part of each of them) following completion of any Realisation Event occurring after the Adoption Date and notwithstanding any proposed amendment or replacement of these Articles following completion of such Realisation Event.</p> <p>(E) On a sale or other disposal of the whole or substantially the whole of the business, assets or undertaking of the Group, the surplus assets remaining after payment of the Company's liabilities shall be distributed (to the extent the Company is lawfully permitted to do so) in accordance with this Article 4.1.2, provided that if it is not lawful for the Company to distribute its surplus assets in accordance with this Article 4.1.2, the members shall exercise</p> <p>Please see continuation page 4.</p>	

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

Class of share	A Ordinary	
Prescribed particulars	<p>all powers (in their capacity as members) as is required by the Majority Investor (including actions that may be necessary to put the Company into voluntary liquidation) to achieve a distribution in accordance with this Article 4.1.2.</p> <p>See continuation page 5.</p>	

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

Class of share	A Ordinary	
Prescribed particulars	<p>Voting</p> <p>All shareholder votes at any general meeting shall be taken on a poll and for the avoidance of doubt the use of written resolutions of the requisite majority of the holders of Voting Rights in accordance with the Act and/or these Articles shall be valid and effectual as if they had been passed by a vote rather than on a poll at a general meeting. Subject to Articles 4.3 and 14.3, every holder of Ordinary Shares ((i) including the holder (s) of Specified Good Leaver's B Ordinary Shares as a result of the Specified Manager's death in respect of any resolution which is proposed which (if passed) would adversely affect:</p> <p>(a) the economic (including for these purposes permitted transfer provisions in Article 12, the drag and tag along provisions in Articles 16 and 17 respectively and the pre-emption rights in Article 5.2.1) and/or</p> <p>(b) the voting rights,</p> <p>of the B Ordinary Shares unless there is a corresponding adverse effect on a proportionate basis on the economic and/or voting rights (as appropriate) of the A Ordinary Shares;</p> <p>(ii) but excluding any other Leaver),</p> <p>who (being an individual) is present or (being a corporation) is present by a duly authorised representative (not being himself a member entitled to vote) shall have one vote for every Ordinary Share of which he is the holder.</p> <p>See continuation page 6.</p>	

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

Class of share	A Ordinary	
Prescribed particulars	<p>Redemption</p> <p>Any shares may be issued on the terms that they are, or at the option of the Company or the holder are liable, to be redeemed and the Directors shall be authorised to determine the terms, conditions and manner of redemption of such shares.</p> <p>All capitalised terms used have the same meaning given to them in the Company's articles of associaton adopted on <u>12 May</u> 2017.</p>	

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

Class of share	B Ordinary	
Prescribed particulars	<p>Income</p> <p>Subject to the terms of Clause 8.1 and 8.6 of the Investment Agreement, any profits which the Directors may lawfully determine to distribute in respect of any financial year shall be distributed amongst the holders of the Ordinary Shares pro rata to the number of Ordinary Shares held by each of such holders.</p> <p>See continuation page 2.</p>	

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

Class of share	B Ordinary	
Prescribed particulars	<p>Capital</p> <p>On a Realisation Event, the Shareholder Proceeds shall be distributed as at the date on which the relevant Realisation Event takes place amongst the holders of Ordinary Shares pro rata to the number of Ordinary Shares held by each of them and pari passu as if all of such Ordinary Shares constituted a single class.</p> <p>The foregoing provisions of Article 4.1.2 shall be subject to the following overriding provisions:</p> <p>(A) Upon a Sale, the holders of those Shares not acquired by the relevant purchaser(s) shall not be entitled to any allocation of Shareholder Proceeds in accordance with this Article 4.1.2.</p> <p>(B) If a Listing is proposed then, immediately prior to and conditional on the Listing taking place, the Company shall (with Investor Consent) complete all necessary steps required to reorganise, recapitalise, convert or reclassify the issued share capital of the Company for the purpose of ensuring the Company has a single class of ordinary shares at the time of the Listing.</p> <p>(C) When determining the amount of the Shareholder Proceeds in the case of any Exit, the cash value of any non cash consideration payable in connection with such Exit shall be included at the amount as finally determined by the Valuer acting as an expert and not as an arbiter.</p> <p>(D) This paragraph shall only apply in relation to any element of Shareholder Proceeds which is deferred or contingent consideration; if such circumstances arise, the Shareholder Proceeds allocated on completion of the relevant Realisation Event will exclude the element of consideration which is deferred or contingent which instead will be dealt with subsequent to such completion of the Realisation Event (as appropriate)</p> <p>See continuation page 3.</p>	

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

Class of share	B Ordinary	
Prescribed particulars	<p>in accordance with the following provisions of this paragraph. On each occasion on which any deferred and/or contingent consideration which is not so allocated shall in fact be received by the Shareholders (or any of them), the provisions of Article 4.1.2 shall be reopened and reapplied as at the date of the Realisation Event treating the late receipt as Shareholder Proceeds to determine the allocation of the same and, for that purpose, the calculations used in allocating consideration already received shall be reworked provided always that no value already allocated shall be re-allocated and this provision shall serve only to allocate the additional consideration later received. The Company and the Shareholders agree that the provisions of this paragraph shall remain in full force and effect (as covenants on the part of each of them) following completion of any Realisation Event occurring after the Adoption Date and notwithstanding any proposed amendment or replacement of these Articles following completion of such Realisation Event.</p> <p>(E) On a sale or other disposal of the whole or substantially the whole of the business, assets or undertaking of the Group, the surplus assets remaining after payment of the Company's liabilities shall be distributed (to the extent the Company is lawfully permitted to do so) in accordance with this Article 4.1.2, provided that if it is not lawful for the Company to distribute its surplus assets in accordance with this Article 4.1.2, the members shall exercise</p> <p>Please see continuation page 4.</p>	

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

Class of share	B Ordinary	
Prescribed particulars	<p>all powers (in their capacity as members) as is required by the Majority Investor (including actions that may be necessary to put the Company into voluntary liquidation) to achieve a distribution in accordance with this Article 4.1.2.</p> <p>See continuation page 5.</p>	

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

Class of share	B Ordinary	
Prescribed particulars	<p>Voting</p> <p>All shareholder votes at any general meeting shall be taken on a poll and for the avoidance of doubt the use of written resolutions of the requisite majority of the holders of Voting Rights in accordance with the Act and/or these Articles shall be valid and effectual as if they had been passed by a vote rather than on a poll at a general meeting. Subject to Articles 4.3 and 14.3, every holder of Ordinary Shares ((i) including the holder (s) of Specified Good Leaver's B Ordinary Shares as a result of the Specified Manager's death in respect of any resolution which is proposed which (if passed) would adversely affect:</p> <p>(a) the economic (including for these purposes permitted transfer provisions in Article 12, the drag and tag along provisions in Articles 16 and 17 respectively and the pre-emption rights in Article 5.2.1) and/or</p> <p>(b) the voting rights,</p> <p>of the B Ordinary Shares unless there is a corresponding adverse effect on a proportionate basis on the economic and/or voting rights (as appropriate) of the A Ordinary Shares;</p> <p>(ii) but excluding any other Leaver),</p> <p>who (being an individual) is present or (being a corporation) is present by a duly authorised representative (not being himself a member entitled to vote) shall have one vote for every Ordinary Share of which he is the holder.</p> <p>See continuation page 6.</p>	

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

Class of share	B Ordinary	
Prescribed particulars	<p>Redemption</p> <p>Any shares may be issued on the terms that they are, or at the option of the Company or the holder are liable, to be redeemed and the Directors shall be authorised to determine the terms, conditions and manner of redemption of such shares.</p> <p>All capitalised terms used have the same meaning given to them in the Company's articles of associaton adopted on <u>12 May</u> 2017.</p>	

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

Class of share	C Ordinary	
Prescribed particulars	<p>Income</p> <p>Subject to the terms of Clause 8.1 and 8.6 of the Investment Agreement, any profits which the Directors may lawfully determine to distribute in respect of any financial year shall be distributed amongst the holders of the Ordinary Shares pro rata to the number of Ordinary Shares held by each of such holders.</p> <p>See continuation page 2.</p>	

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

Class of share	C Ordinary	
Prescribed particulars	<p>Capital</p> <p>On a Realisation Event, the Shareholder Proceeds shall be distributed as at the date on which the relevant Realisation Event takes place amongst the holders of Ordinary Shares pro rata to the number of Ordinary Shares held by each of them and pari passu as if all of such Ordinary Shares constituted a single class.</p> <p>The foregoing provisions of Article 4.1.2 shall be subject to the following overriding provisions:</p> <p>(A) Upon a Sale, the holders of those Shares not acquired by the relevant purchaser(s) shall not be entitled to any allocation of Shareholder Proceeds in accordance with this Article 4.1.2.</p> <p>(B) If a Listing is proposed then, immediately prior to and conditional on the Listing taking place, the Company shall (with Investor Consent) complete all necessary steps required to reorganise, recapitalise, convert or reclassify the issued share capital of the Company for the purpose of ensuring the Company has a single class of ordinary shares at the time of the Listing.</p> <p>(C) When determining the amount of the Shareholder Proceeds in the case of any Exit, the cash value of any non cash consideration payable in connection with such Exit shall be included at the amount as finally determined by the Valuer acting as an expert and not as an arbiter.</p> <p>(D) This paragraph shall only apply in relation to any element of Shareholder Proceeds which is deferred or contingent consideration; if such circumstances arise, the Shareholder Proceeds allocated on completion of the relevant Realisation Event will exclude the element of consideration which is deferred or contingent which instead will be dealt with subsequent to such completion of the Realisation Event (as appropriate)</p> <p>See continuation page 3.</p>	

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

Class of share	C Ordinary	
Prescribed particulars	<p>in accordance with the following provisions of this paragraph. On each occasion on which any deferred and/or contingent consideration which is not so allocated shall in fact be received by the Shareholders (or any of them), the provisions of Article 4.1.2 shall be reopened and reapplied as at the date of the Realisation Event treating the late receipt as Shareholder Proceeds to determine the allocation of the same and, for that purpose, the calculations used in allocating consideration already received shall be reworked provided always that no value already allocated shall be re-allocated and this provision shall serve only to allocate the additional consideration later received. The Company and the Shareholders agree that the provisions of this paragraph shall remain in full force and effect (as covenants on the part of each of them) following completion of any Realisation Event occurring after the Adoption Date and notwithstanding any proposed amendment or replacement of these Articles following completion of such Realisation Event.</p> <p>(E) On a sale or other disposal of the whole or substantially the whole of the business, assets or undertaking of the Group, the surplus assets remaining after payment of the Company's liabilities shall be distributed (to the extent the Company is lawfully permitted to do so) in accordance with this Article 4.1.2, provided that if it is not lawful for the Company to distribute its surplus assets in accordance with this Article 4.1.2, the members shall exercise</p> <p>Please see continuation page 4.</p>	

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

Class of share	C Ordinary	
Prescribed particulars	<ul style="list-style-type: none">all powers (in their capacity as members) as is required by the Majority Investor (including actions that may be necessary to put the Company into voluntary liquidation) to achieve a distribution in accordance with this Article 4.1.2. <p>See continuation page 5.</p>	

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

Class of share	C Ordinary	
Prescribed particulars	<p>Voting</p> <p>All shareholder votes at any general meeting shall be taken on a poll and for the avoidance of doubt the use of written resolutions of the requisite majority of the holders of Voting Rights in accordance with the Act and/or these Articles shall be valid and effectual as if they had been passed by a vote rather than on a poll at a general meeting. Subject to Articles 4.3 and 14.3, every holder of Ordinary Shares ((i) including the holder (s) of Specified Good Leaver's B Ordinary Shares as a result of the Specified Manager's death in respect of any resolution which is proposed which (if passed) would adversely affect:</p> <p>(a) the economic (including for these purposes permitted transfer provisions in Article 12, the drag and tag along provisions in Articles 16 and 17 respectively and the pre-emption rights in Article 5.2.1) and/or</p> <p>(b) the voting rights,</p> <p>of the B Ordinary Shares unless there is a corresponding adverse effect on a proportionate basis on the economic and/or voting rights (as appropriate) of the A Ordinary Shares;</p> <p>(ii) but excluding any other Leaver),</p> <p>who (being an individual) is present or (being a corporation) is present by a duly authorised representative (not being himself a member entitled to vote) shall have one vote for every Ordinary Share of which he is the holder.</p> <p>See continuation page 6.</p>	

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

Class of share

C Ordinary

Prescribed particulars

Redemption

Any shares may be issued on the terms that they are, or at the option of the Company or the holder are liable, to be redeemed and the Directors shall be authorised to determine the terms, conditions and manner of redemption of such shares.

All capitalised terms used have the same meaning given to them in the Company's articles of associaton adopted on 12 May 2017.