

# SH01

## Return of allotment of shares

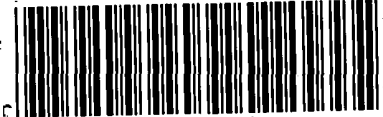


Go online to file this information  
[www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

**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 on formation of the company for an allotment of a number of shares by an unlimited

WEDNESDAY



A26 \*A6AIX4SA\* #32  
12/07/2017  
COMPANIES HOUSE

### 1 Company details

Company number

Company name in full

→ **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

From Date          
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
£	A Ordinary	555,556	£0.001	£0.001	nil
£	B Ordinary	694,444	£0.001	£0.001	nil

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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**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
<b>Currency table A</b>				
£	See continuation sheet			
<b>Totals</b>		0	0	Nil
<b>Currency table B</b>				
<b>Totals</b>		0	0	
<b>Currency table C</b>				
<b>Totals</b>		0	0	
<b>Totals (including continuation pages)</b>				
		Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
		11250000	£5012500	nil

❶ 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 Ordinary

Prescribed particulars ①  
(a) Voting rights: each Ordinary Share is entitled to one vote in any circumstances.  
(b) Dividend rights: each Ordinary Share is after satisfying the rights of the Preference Shares entitled pari passu to dividend payments or any other distribution.  
(c) Capital rights: each Ordinary Share is entitled after satisfying the rights of the Preference Shares to participate pari passu in a distribution arising from a winding up of the Company.

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.

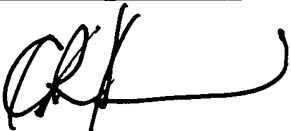
Continuation page

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

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.

This form may be signed by:  
Director ②, Secretary, Person authorised ③, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

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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	
£	Preference Shares	5000000	4950000		
£	Ordinary	5000000	50000		
£	A Ordinary	555556	5555.56		
£	B Ordinary	694444	6944.44		
<b>Totals</b>		11250000	5012500.00		Nil

<b>5 Statement of capital (prescribed particulars of rights attached to shares)</b>	
<b>Class of share</b>	A Ordinary
<b>Prescribed particulars</b>	<p>(a) Voting rights: each A Ordinary Share is entitled to one vote provided that if the First Hurdle (as defined in the Company's articles of association) is not achieved such voting rights shall lapse.</p> <p>(b) Dividend rights: The A Ordinary Shares shall not be entitled to participate in dividends unless and until the First Hurdle is achieved whereupon the A Ordinary Shares shall be entitled after the rights of the Preference Shares have been satisfied to participate in dividend payments or any other distribution pari passu with the Ordinary Shares.</p> <p>(c) Capital rights: The A Ordinary Shares shall not be entitled to participate in a distribution arising from a winding up of the Company unless and until the First Hurdle is achieved whereupon the A Ordinary Shares shall be entitled after the rights of the Preference Shares have been satisfied to participate in such a distribution pari passu with the Ordinary Shares.</p> <p>(d) Conversion: If the First Hurdle is not achieved by Final Hurdle Date (as defined in the articles of association of the Company) then the A Ordinary shall thereupon be converted into Deferred Shares with such rights as are set out in the articles of association of the Company.</p>

<b>5 Statement of capital (prescribed particulars of rights attached to shares)</b>	
<b>Class of share</b>	B Ordinary
<b>Prescribed particulars</b>	<p>(a) Voting rights: each B Ordinary Share is entitled to one vote provided that if the First Hurdle or the Second Hurdle (as defined in the Company's articles of association) are not achieved such voting rights shall lapse.</p> <p>(b) Dividend rights: The B Ordinary Shares shall not be entitled to participate in dividends unless and until the Second Hurdle is achieved whereupon the B Ordinary Shares shall be entitled (after the rights of the Preference Shares have been satisfied) to participate in dividend payments or any other distribution pari passu with the Ordinary Shares and the A Ordinary Shares.</p> <p>(c) Capital rights: The B Ordinary Shares shall not be entitled to participate in a distribution arising from a winding up of the Company unless and until the Second Hurdle is achieved whereupon the B Ordinary Shares shall be entitled after the rights of the Preference Shares have been satisfied to participate in such a distribution pari passu with the Ordinary Shares and the A Ordinary Shares</p> <p>(d) Conversion: If the First Hurdle is not achieved by Final Hurdle Date or if the Second Hurdle is not achieved by the Second Hurdle Date (as defined in the articles of association of the Company) then the B Ordinary shall thereupon be converted into Deferred Shares with such rights as are set out in the articles of association of the Company.</p>

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

Class of share	Preference	
Prescribed particulars	<p>(a) Voting: The Preference Shares have no right to attend and vote at general meetings.</p> <p>(b) Dividend Rights: The Preference Shares are entitled to participate in the profits available for distribution in respect of each Financial Year starting from and including the year ending 30 December 2017 so that the Company shall before application of any profits for any other purpose pay to the members holding Preference Shares a cumulative preferential net cash dividend (the "Preference Dividend") for each Preference Share held which is equal to 5 per cent of the nominal value of each Preference Share.</p> <p>(c) Capital rights: The Preference Shares are entitled to participate in a return of capital on liquidation: first, an amount equal to the unpaid arrears and accruals of the Preference Dividend and any further dividend on the Preference Shares held by him calculated down to and including the date the return of capital is made; and, second, an amount equal to £25 for each Preference Share held.</p>	

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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 **Cameron Sunter**

Company name **Laytons Solicitors LLP**

Address **Level 5, 2 More London Riverside**

Post town **London**

County/Region

Postcode 

S	E	1		2	A	P
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Country

DX

Telephone **020 7842 8000**

 **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](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)**