



SH01

Return of allotment of shares

RE-SCAN

Perform

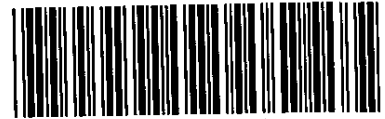


Go online to file this information
www.gov.uk/companieshouse

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 subscription on formation of the company or for an allotment of a new class of shares by an unlimited company

FRIDAY



A7XDDEEZS
A27 18/01/2019 #6
COMPANIES HOUSE

1 Company details

Company number: 0 9 5 5 5 0 1 0

Company name in full: EAGLEMOSS CAPITAL 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

From Date: d 2 d 4 m 1 m 2 y 2 y c y 1 y 5

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
EUR	A Ordinary	1441968	0.0001	0.01194	0.00
EUR	C Ordinary	2393794	0.0001	0.00919	0.00
EUR	D	12696633	1.00	1.00	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)

Of the 12,696,633 D shares of EUR 1.00 being issued, 9,660,848 are being issued pursuant a conversion of loan notes in the principal amount of EUR 9,660,848 into D shares of EUR 1.00 each in the capital of the Company. All other shares issued which are detailed in this Form SH01 are issued for cash.

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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				
	Please see continuation page.			
	Totals			
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)		27,428,036	EUR 2,742.80	0.00

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)

Class of share	A Ordinary shares of EUR 0.0001
Prescribed particulars	<p><u>Voting:</u></p> <p>The A, B and C Shares rank equally for voting purposes - on a show of hands each member shall have one vote and on a poll each member shall have one vote per Share held. The D Shares carry no voting rights.</p> <p><u>Dividend:</u></p> <p>The A, B and C Shares are entitled pari passu to dividend payments or other distributions as if such shares constituted one class. The D Shares do not carry any rights to dividend payments, except in the event that a particular distribution of profits exceeds EUR 10,000,000 in which event the D Shares shall be entitled to receive 1% of the profits so distributed and the A, B and C shares shall be entitled to receive 99% of the profits so distributed (pari passu as if one class).</p> <p><u>Return of capital</u></p> <p>Each Share is entitled to participate on a return of capital (including on a winding up) in the following order of priority:</p> <ol style="list-style-type: none">1. firstly in paying to the holders of D Shares an amount equal to the issue price per D share plus a compounded rate of return of 7% which is calculated with effect from 1 July 2018 and compounded annually in December; and2. thereafter in paying the balance to the holders of A Shares, B Shares and C Shares, pro rata to the number of A Shares, B Shares and C Shares held by them, <p>provided that if the return of capital is pursuant to a sale and that sale is completed on or before 1 July 2023 and members holding the C Shares have an internal rate of return of 10% or more on the money invested by such members (the "Return"), the members holding A Shares and B Shares will be entitled to receive 20% of the proceeds attributable to the C Shares above the Return (the "Ratchet"). In the event that a holder of A Shares has resigned as an employee and director of the Group or if a holder of B Shares is a Bad Leaver, then they shall not participate in the Ratchet.</p> <p><u>Redeemable</u></p> <p>The A Ordinary Shares are not redeemable.</p>

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

Class of share	B1 Ordinary shares of EUR 0.0001
Prescribed particulars	<p><u>Voting:</u></p> <p>The A, B and C Shares rank equally for voting purposes - on a show of hands each member shall have one vote and on a poll each member shall have one vote per Share held. The D Shares carry no voting rights.</p> <p><u>Dividend:</u></p> <p>The A, B and C Shares are entitled pari passu to dividend payments or other distributions as if such shares constituted one class. The D Shares do not carry any rights to dividend payments, except in the event that a particular distribution of profits exceeds EUR 10,000,000 in which event the D Shares shall be entitled to receive 1% of the profits so distributed and the A, B and C shares shall be entitled to receive 99% of the profits so distributed (pari passu as if one class).</p> <p><u>Return of capital</u></p> <p>Each Share is entitled to participate on a return of capital (including on a winding up) in the following order of priority:</p> <ol style="list-style-type: none">1. firstly in paying to the holders of D Shares an amount equal to the issue price per D share plus a compounded rate of return of 7% which is calculated with effect from 1 July 2018 and compounded annually in December; and2. thereafter in paying the balance to the holders of A Shares, B Shares and C Shares, pro rata to the number of A Shares, B Shares and C Shares held by them, <p>provided that if the return of capital is pursuant to a sale and that sale is completed on or before 1 July 2023 and members holding the C Shares have an internal rate of return of 10% or more on the money invested by such members (the "Return"), the members holding A Shares and B Shares will be entitled to receive 20% of the proceeds attributable to the C Shares above the Return (the "Ratchet"). In the event that a holder of A Shares has resigned as an employee and director of the Group or if a holder of B Shares is a Bad Leaver, then they shall not participate in the Ratchet.</p> <p><u>Redeemable</u></p> <p>The B1 Ordinary Shares are not redeemable.</p>

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

Class of share	B2 Ordinary shares of EUR 0.0001
Prescribed particulars	<p><u>Voting:</u></p> <p>The A, B and C Shares rank equally for voting purposes - on a show of hands each member shall have one vote and on a poll each member shall have one vote per Share held. The D Shares carry no voting rights.</p> <p><u>Dividend:</u></p> <p>The A, B and C Shares are entitled pari passu to dividend payments or other distributions as if such shares constituted one class. The D Shares do not carry any rights to dividend payments, except in the event that a particular distribution of profits exceeds EUR 10,000,000 in which event the D Shares shall be entitled to receive 1% of the profits so distributed and the A, B and C shares shall be entitled to receive 99% of the profits so distributed (pari passu as if one class).</p> <p><u>Return of capital</u></p> <p>Each Share is entitled to participate on a return of capital (including on a winding up) in the following order of priority:</p> <ol style="list-style-type: none">1. firstly in paying to the holders of D Shares an amount equal to the issue price per D share plus a compounded rate of return of 7% which is calculated with effect from 1 July 2018 and compounded annually in December; and2. thereafter in paying the balance to the holders of A Shares, B Shares and C Shares, pro rata to the number of A Shares, B Shares and C Shares held by them, <p>provided that if the return of capital is pursuant to a sale and that sale is completed on or before 1 July 2023 and members holding the C Shares have an internal rate of return of 10% or more on the money invested by such members (the "Return"), the members holding A Shares and B Shares will be entitled to receive 20% of the proceeds attributable to the C Shares above the Return (the "Ratchet"). In the event that a holder of A Shares has resigned as an employee and director of the Group or if a holder of B Shares is a Bad Leaver, then they shall not participate in the Ratchet.</p> <p><u>Redeemable</u></p> <p>The B2 Ordinary Shares are not redeemable.</p>

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

Class of share	B3 Ordinary shares of EUR 0.0001
Prescribed particulars	<p><u>Voting:</u></p> <p>The A, B and C Shares rank equally for voting purposes - on a show of hands each member shall have one vote and on a poll each member shall have one vote per Share held. The D Shares carry no voting rights.</p> <p><u>Dividend:</u></p> <p>The A, B and C Shares are entitled pari passu to dividend payments or other distributions as if such shares constituted one class. The D Shares do not carry any rights to dividend payments, except in the event that a particular distribution of profits exceeds EUR 10,000,000 in which event the D Shares shall be entitled to receive 1% of the profits so distributed and the A, B and C shares shall be entitled to receive 99% of the profits so distributed (pari passu as if one class).</p> <p><u>Return of capital</u></p> <p>Each Share is entitled to participate on a return of capital (including on a winding up) in the following order of priority:</p> <ol style="list-style-type: none">1. firstly in paying to the holders of D Shares an amount equal to the issue price per D share plus a compounded rate of return of 7% which is calculated with effect from 1 July 2018 and compounded annually in December; and2. thereafter in paying the balance to the holders of A Shares, B Shares and C Shares, pro rata to the number of A Shares, B Shares and C Shares held by them, <p>provided that if the return of capital is pursuant to a sale and that sale is completed on or before 1 July 2023 and members holding the C Shares have an internal rate of return of 10% or more on the money invested by such members (the "Return"), the members holding A Shares and B Shares will be entitled to receive 20% of the proceeds attributable to the C Shares above the Return (the "Ratchet"). In the event that a holder of A Shares has resigned as an employee and director of the Group or if a holder of B Shares is a Bad Leaver, then they shall not participate in the Ratchet.</p> <p><u>Redeemable</u></p> <p>The B3 Ordinary Shares are not redeemable.</p>

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

Class of share	B4 Ordinary shares of EUR 0.0001
Prescribed particulars	<p><u>Voting:</u></p> <p>The A, B and C Shares rank equally for voting purposes - on a show of hands each member shall have one vote and on a poll each member shall have one vote per Share held. The D Shares carry no voting rights.</p> <p><u>Dividend:</u></p> <p>The A, B and C Shares are entitled pari passu to dividend payments or other distributions as if such shares constituted one class. The D Shares do not carry any rights to dividend payments, except in the event that a particular distribution of profits exceeds EUR 10,000,000 in which event the D Shares shall be entitled to receive 1% of the profits so distributed and the A, B and C shares shall be entitled to receive 99% of the profits so distributed (pari passu as if one class).</p> <p><u>Return of capital</u></p> <p>Each Share is entitled to participate on a return of capital (including on a winding up) in the following order of priority:</p> <ol style="list-style-type: none">1. firstly in paying to the holders of D Shares an amount equal to the issue price per D share plus a compounded rate of return of 7% which is calculated with effect from 1 July 2018 and compounded annually in December; and2. thereafter in paying the balance to the holders of A Shares, B Shares and C Shares, pro rata to the number of A Shares, B Shares and C Shares held by them, <p>provided that if the return of capital is pursuant to a sale and that sale is completed on or before 1 July 2023 and members holding the C Shares have an internal rate of return of 10% or more on the money invested by such members (the "Return"), the members holding A Shares and B Shares will be entitled to receive 20% of the proceeds attributable to the C Shares above the Return (the "Ratchet"). In the event that a holder of A Shares has resigned as an employee and director of the Group or if a holder of B Shares is a Bad Leaver, then they shall not participate in the Ratchet.</p> <p><u>Redeemable</u></p> <p>The B4 Ordinary Shares are not redeemable.</p>

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

Class of share	B5 Ordinary shares of EUR 0.0001
Prescribed particulars	<p><u>Voting:</u></p> <p>The A, B and C Shares rank equally for voting purposes - on a show of hands each member shall have one vote and on a poll each member shall have one vote per Share held. The D Shares carry no voting rights.</p> <p><u>Dividend:</u></p> <p>The A, B and C Shares are entitled pari passu to dividend payments or other distributions as if such shares constituted one class. The D Shares do not carry any rights to dividend payments, except in the event that a particular distribution of profits exceeds EUR 10,000,000 in which event the D Shares shall be entitled to receive 1% of the profits so distributed and the A, B and C shares shall be entitled to receive 99% of the profits so distributed (pari passu as if one class).</p> <p><u>Return of capital</u></p> <p>Each Share is entitled to participate on a return of capital (including on a winding up) in the following order of priority:</p> <ol style="list-style-type: none">1. firstly in paying to the holders of D Shares an amount equal to the issue price per D share plus a compounded rate of return of 7% which is calculated with effect from 1 July 2018 and compounded annually in December; and2. thereafter in paying the balance to the holders of A Shares, B Shares and C Shares, pro rata to the number of A Shares, B Shares and C Shares held by them, <p>provided that if the return of capital is pursuant to a sale and that sale is completed on or before 1 July 2023 and members holding the C Shares have an internal rate of return of 10% or more on the money invested by such members (the "Return"), the members holding A Shares and B Shares will be entitled to receive 20% of the proceeds attributable to the C Shares above the Return (the "Ratchet"). In the event that a holder of A Shares has resigned as an employee and director of the Group or if a holder of B Shares is a Bad Leaver, then they shall not participate in the Ratchet.</p> <p><u>Redeemable</u></p> <p>The B5 Ordinary Shares are not redeemable.</p>

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

Class of share	B6 Ordinary shares of EUR 0.0001
Prescribed particulars	<p><u>Voting:</u></p> <p>The A, B and C Shares rank equally for voting purposes - on a show of hands each member shall have one vote and on a poll each member shall have one vote per Share held. The D Shares carry no voting rights.</p> <p><u>Dividend:</u></p> <p>The A, B and C Shares are entitled pari passu to dividend payments or other distributions as if such shares constituted one class. The D Shares do not carry any rights to dividend payments, except in the event that a particular distribution of profits exceeds EUR 10,000,000 in which event the D Shares shall be entitled to receive 1% of the profits so distributed and the A, B and C shares shall be entitled to receive 99% of the profits so distributed (pari passu as if one class).</p> <p><u>Return of capital:</u></p> <p>Each Share is entitled to participate on a return of capital (including on a winding up) in the following order of priority:</p> <ol style="list-style-type: none">1. firstly in paying to the holders of D Shares an amount equal to the issue price per D share plus a compounded rate of return of 7% which is calculated with effect from 1 July 2018 and compounded annually in December; and2. thereafter in paying the balance to the holders of A Shares, B Shares and C Shares, pro rata to the number of A Shares, B Shares and C Shares held by them, <p>provided that if the return of capital is pursuant to a sale and that sale is completed on or before 1 July 2023 and members holding the C Shares have an internal rate of return of 10% or more on the money invested by such members (the "Return"), the members holding A Shares and B Shares will be entitled to receive 20% of the proceeds attributable to the C Shares above the Return (the "Ratchet"). In the event that a holder of A Shares has resigned as an employee and director of the Group or if a holder of B Shares is a Bad Leaver, then they shall not participate in the Ratchet.</p> <p><u>Redeemable</u></p> <p>The B6 Ordinary Shares are not redeemable.</p>

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

Class of share	C Ordinary shares of EUR 0.0001	
Prescribed particulars	<p><u>Voting:</u></p> <p>The A, B and C Shares rank equally for voting purposes – on a show of hands each member shall have one vote and on a poll each member shall have one vote per Share held. The D Shares carry no voting rights.</p> <p><u>Dividend:</u></p> <p>The A, B and C Shares are entitled pari passu to dividend payments or other distributions as if such shares constituted one class. The D Shares do not carry any rights to dividend payments, except in the event that a particular distribution of profits exceeds EUR 10,000,000 in which event the D Shares shall be entitled to receive 1% of the profits so distributed and the A, B and C shares shall be entitled to receive 99% of the profits so distributed (pari passu as if one class).</p> <p><u>Return of capital:</u></p> <p>Each Share is entitled to participate on a return of capital (including on a winding up) in the following order of priority:</p> <ol style="list-style-type: none">1. firstly in paying to the holders of D Shares an amount equal to the issue price per D share plus a compounded rate of return of 7% which is calculated with effect from 1 July 2018 and compounded annually in December; and2. thereafter in paying the balance to the holders of A Shares, B Shares and C Shares, pro rata to the number of A Shares, B Shares and C Shares held by them, <p>provided that if the return of capital is pursuant to a sale and that sale is completed on or before 1 July 2023 and members holding the C Shares have an internal rate of return of 10% or more on the money invested by such members (the "Return"), the members holding A Shares and B Shares will be entitled to receive 20% of the proceeds attributable to the C Shares above the Return (the "Ratchet"). In the event that a holder of A Shares has resigned as an employee and director of the Group or if a holder of B Shares is a Bad Leaver, then they shall not participate in the Ratchet.</p> <p><u>Redeemable</u></p> <p>The C Ordinary Shares are not redeemable.</p>	

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

Class of share	D shares of EUR 1.00
Prescribed particulars	<p><u>Voting:</u></p> <p>The A, B and C Shares rank equally for voting purposes - on a show of hands each member shall have one vote and on a poll each member shall have one vote per Share held. The D Shares carry no voting rights.</p> <p><u>Dividend:</u></p> <p>The A, B and C Shares are entitled pari passu to dividend payments or other distributions as if such shares constituted one class. The D Shares do not carry any rights to dividend payments, except in the event that a particular distribution of profits exceeds EUR 10,000,000 in which event the D Shares shall be entitled to receive 1% of the profits so distributed and the A, B and C shares shall be entitled to receive 99% of the profits so distributed (pari passu as if one class).</p> <p><u>Return of capital:</u></p> <p>Each Share is entitled to participate on a return of capital (including on a winding up) in the following order of priority:</p> <ol style="list-style-type: none">1. firstly in paying to the holders of D Shares an amount equal to the issue price per D share plus a compounded rate of return of 7% which is calculated with effect from 1 July 2018 and compounded annually in December; and2. thereafter in paying the balance to the holders of A Shares, B Shares and C Shares, pro rata to the number of A Shares, B Shares and C Shares held by them, <p>provided that if the return of capital is pursuant to a sale and that sale is completed on or before 1 July 2023 and members holding the C Shares have an internal rate of return of 10% or more on the money invested by such members (the "Return"), the members holding A Shares and B Shares will be entitled to receive 20% of the proceeds attributable to the C Shares above the Return (the "Ratchet"). In the event that a holder of A Shares has resigned as an employee and director of the Group or if a holder of B Shares is a Bad Leaver, then they shall not participate in the Ratchet.</p> <p><u>Redeemable</u></p> <p>The D Shares are not redeemable.</p>

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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 Please see continuation page.

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

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

Company name

Squire Patton Boggs (UK) LLP

Address 7 Devonshire Square

Post town London

County/Region

Postcode

E C 2 M 4 Y H

Country United Kingdom

DX DX 136546 Bishopsgate 2

Telephone +44 20 7655 1000

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 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



Companies House

COMPANY NAME: EAGLEMOSS CAPITAL LIMITED
COMPANY NUMBER: 09555010

A SECOND FILED SH01 WAS REGISTERED ON 13/02/2019