



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 NOT for
You cannot use this form to give notice of shares taken by a company on formation of the company or for an allotment of a new class of shares by an unlimited company.

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A23

12/12/2020

#204

COMPANIES HOUSE

1 Company details

Company number

Company name in full

→ 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

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
GBP	ORDINARY	4000	0.0000001	0.005	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)

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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				
GBP	A ORDINARY	3849500	0.384950	
GBP	DEFERRED	24912500	2.4912500	
GBP	ORDINARY	9158728	0.9158728	
Totals		37,920,728	3.7920728	0
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)		41,700,202	4.1700202	0

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

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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
GBP	SERIES 3	3779474	0.3779474	
Totals		3779474	0.3779474	

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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** SEE CONTINUATION SHEET

Class of share A ORDINARY

Prescribed particulars **1** SEE CONTINUATION SHEET

Class of share SERIES 3

Prescribed particulars **1** SEE CONTINUATION SHEET

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 DocuSigned by:

D186615C4D1841F... 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.

In accordance with
Section 555 of the
Companies Act 2006.

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

Class of share	DEFERRED	
Prescribed particulars	SEE CONTINUATION SHEET	

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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 ROEP

Company name
BIRD & BIRD COMPANY
SECRETARIES LIMITED

Address 12 NEW FETTER LANE

Post town LONDON

County/Region

Postcode E C 4 A 1 J P

Country UK

DX

Telephone

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

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

Class of share	ORDINARY	
Prescribed particulars	<p>The shares have attached to them full voting and dividend rights; they do not confer any rights of redemption.</p> <p>Capital/Liquidation: On a distribution of assets, a liquidation, or a return of capital (other than a conversion, redemption of purchase of shares) the surplus assets of the company remaining after payment of its liabilities shall be distributed (to the extent that the company is lawfully permitted to do so) either in accordance with Articles 5.2 or 5.3 (as applicable). 5.2 In the event the aggregate amounts to be received by the holders of equity shares under this Article 5.2 shall be more than the aggregate amounts to be received by the holders of equity shares under Article 5.3: 5.2.1 First, in paying to the holders of the Deferred shares, if any, a total £1.00 for the entire class of Deferred shares (which payment shall be deemed satisfied by payment to any one holder of Deferred shares); 5.2.2 Second, in paying the Series 3 share subscription amount to the shareholders in the following proportions (provided that if there are insufficient surplus assets to pay the Series 3 share subscription amount, the remaining surplus assets shall be distributed to the shareholders in the following proportions): 5.2.2.1 99.99% to the Series 3 shareholders pro rata to the number of Series 3 shares held; and 5.2.2.2 0.01% to the A shareholders and the Ordinary shareholders pro rata to the number of A shares and Ordinary shares held; 5.2.3 Third in paying the A share subscription amount to the shareholders in the following proportions (provided that if there are insufficient surplus assets to pay the A share subscription amount, the remaining surplus assets shall be distributed to the shareholders in the following proportions): 5.2.3.2 99.99% to the A shareholders pro rata to the number of A shares held; and 5.2.3.2 0.01% to the Series 3 shareholders and the Ordinary shareholders pro rata to the number of Series 3 shares and Ordinary shares held; 5.2.3 Fourth, in paying the Ordinary share subscription amount to the shareholders in the following proportions (provided that if there are insufficient surplus assets to pay the Ordinary share subscription amount, the remaining surplus assets shall be distributed to the shareholders in the following proportions): 5.2.4.1 99.99% to the Ordinary shareholders pro rata to the number of Ordinary shares held; and 5.2.4.2 0.01% to the Series 3 shareholders and the A shareholders pro rata to the number of Series 3 shares and A shares held.</p>	

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

Class of share	ORDINARY	
Prescribed particulars	<p>(CONT.)</p> <p>5.3 In the event the aggregate amounts to be received by the holders of equity shares under this Article 5.3 shall be more than the aggregate amounts to be received by the holders of equity shares under Article 5.2: 5.3.1 First, in paying to the holders of the Deferred shares, if any, a total £1.00 for the entire class of Deferred shares (which payment shall be deemed satisfied by payment to any one holder of Deferred shares); and 5.3.2 Second, the balance of the surplus assets to the holders of equity shares pro rata to the number of equity shares held.</p>	

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

Class of share	A ORDINARY	
Prescribed particulars	<p>The shares have attached to them full voting and dividend rights; they do not confer any rights of redemption.</p> <p>Capita/Liquidation: On a distribution of assets, a liquidation, or a return of capital (other than a conversion , redemption of purchase of shares) the surplus assets of the company remaining after payment of its liabilities shall be distributed (to the extent that the company is lawfully permitted to do so) either in accordance with Articles 5.2 or 5.3 (as applicable). 5.2 In the event the aggregate amounts to be received by the holders of equity shares under this Article 5.2 shall be more than the aggregate amounts to be received by the holders of equity shares under Article 5.3: 5.2.1 First, in paying to the holders of the Deferred shares, if any, a total £1.00 for the entire class of Deferred shares (which payment shall be deemed satisfied by payment to any one holder of Deferred shares); 5.2.2 Second, in paying the Series 3 share subscription amount to the shareholders in the following proportions (provided that if there are insufficient surplus assets to pay the Series 3 share subscription amount, the remaining surplus assets shall be distributed to the shareholders in the following proportions): 5.2.2.1 99.99% to the Series 3 shareholders pro rata to the number of Series 3 shares held; and 5.2.2.2 0.01% to the A shareholders and the Ordinary shareholders pro rata to the number of A shares and Ordinary shares held; 5.2.3 Third in paying the A share subscription amount to the shareholders in the following proportions (provided that if there are insufficient surplus assets to pay the A share subscription amount, the remaining surplus assets shall be distributed to the shareholders in the following proportions): 5.2.3.1 99.99% to the A shareholders pro rata to the number of A shares held; and 5.2.3.2 0.01% to the Series 3 shareholders and the Ordinary shareholders pro rata to the number of Series 3 shares and Ordinary shares held; 5.2.3.3 Fourth, in paying the Ordinary share subscription amount to the shareholders in the following proportions (provided that if there are insufficient surplus assets to pay the Ordinary share subscription amount, the remaining surplus assets shall be distributed to the shareholders in the following proportions): 5.2.3.3.1 99.99% to the Ordinary shareholders pro rata to the number of Ordinary shares held; and 5.2.3.3.2 0.01% to the Series 3 shareholders and the A shareholders pro rata to the number of Series 3 shares and A shares held.</p>	

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

Class of share	A ORDINARY	
Prescribed particulars	<p>(CONT.)</p> <p>5.3 In the event the aggregate amounts to be received by the holders of equity shares under this Article 5.3 shall be more than the aggregate amounts to be received by the holders of equity shares under Article 5.2: 5.3.1 First, in paying to the holders of the Deferred shares, if any, a total £1.00 for the entire class of Deferred shares (which payment shall be deemed satisfied by payment to any one holder of Deferred shares); and 5.3.2 Second, the balance of the surplus assets to the holders of equity shares pro rata to the number of equity shares held.</p>	

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

Class of share	SERIES 3	
Prescribed particulars	<p>The shares have attached to them full voting and dividend rights; they do not confer any rights of redemption.</p> <p>Capital/Liquidation: On a distribution of assets, a liquidation, or a return of capital (other than a conversion, redemption of purchase of shares) the surplus assets of the company remaining after payment of its liabilities shall be distributed (to the extent that the company is lawfully permitted to do so) either in accordance with Articles 5.2 or 5.3 (as applicable). 5.2 In the event the aggregate amounts to be received by the holders of equity shares under this Article 5.2 shall be more than the aggregate amounts to be received by the holders of equity shares under Article 5.3: 5.2.1 First, in paying to the holders of the Deferred shares, if any, a total £1.00 for the entire class of Deferred shares (which payment shall be deemed satisfied by payment to any one holder of Deferred shares); 5.2.2 Second, in paying the Series 3 share subscription amount to the shareholders in the following proportions (provided that if there are insufficient surplus assets to pay the Series 3 share subscription amount, the remaining surplus assets shall be distributed to the shareholders in the following proportions): 5.2.2.1 99.99% to the Series 3 shareholders pro rata to the number of Series 3 shares held; and 5.2.2.2 0.01% to the A shareholders and the Ordinary shareholders pro rata to the number of A shares and Ordinary shares held; 5.2.3 Third in paying the A share subscription amount to the shareholders in the following proportions (provided that if there are insufficient surplus assets to pay the A share subscription amount, the remaining surplus assets shall be distributed to the shareholders in the following proportions): 5.2.3.1 99.99% to the A shareholders pro rata to the number of A shares held; and 5.2.3.2 0.01% to the Series 3 shareholders and the Ordinary shareholders pro rata to the number of Series 3 shares and Ordinary shares held; 5.2.3 Fourth, in paying the Ordinary share subscription amount to the shareholders in the following proportions (provided that if there are insufficient surplus assets to pay the Ordinary share subscription amount, the remaining surplus assets shall be distributed to the shareholders in the following proportions): 5.2.4.1 99.99% to the Ordinary shareholders pro rata to the number of Ordinary shares held; and 5.2.4.2 0.01% to the Series 3 shareholders and the A shareholders pro rata to the number of Series 3 shares and A shares held.</p>	

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Class of share	SERIES 3	
Prescribed particulars	<p>(CONT.)</p> <p>5.3 In the event the aggregate amounts to be received by the holders of equity shares under this Article 5.3 shall be more than the aggregate amounts to be received by the holders of equity shares under Article 5.2: 5.3.1 First, in paying to the holders of the Deferred shares, if any, a total £1.00 for the entire class of Deferred shares (which payment shall be deemed satisfied by payment to any one holder of Deferred shares); and 5.3.2 Second, the balance of the surplus assets to the holders of equity shares pro rata to the number of equity shares held.</p>	

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Class of share	DEFERRED	
Prescribed particulars	<p>Non voting; No rights to dividends; may be redeemed by the company at any time at its option for one penny for all the Deferred shares registered in the name of any holding without obtaining the sanction of the holder or holders.</p> <p>Capital/Liquidation: On a distribution of assets, a liquidation, or a return of capital (other than a conversion, redemption or purchase of shares) the surplus assets of the company remaining after payment of its liabilities shall be distributed (to the extent that the company is lawfully permitted to do so) either in accordance with Article 5.2 or 5.3 (as applicable). 5.2 In the event the aggregate amounts to be received by the holders of equity shares under this Article 5.2 shall be more than the aggregate amounts to be received by the holders of equity shares under article 5.3: 5.2.1 First, in paying to the holders of the Deferred shares, if any, a total £1.00 for the entire class of Deferred shares (which payment shall be deemed satisfied by payment to any one holder of Deferred shares); 5.2.2. Second, in paying the Series 3 share subscription amount to the shareholders in the following proportions (provided that if there are insufficient surplus assets to pay the Series 3 share subscription amount, the remaining surplus assets shall be distributed to the shareholders in the following proportions): 5.2.2.1 99.99% to the Series 3 shareholder.s prorata.to the number of Series 3 shares held; and 5.2.2.2 0.01% to the A shareholders and the Ordinary shareholders pro rata to the number of A shares and Ordinary shares held; 5.2.3. Third, in paying the A share subscription amount to the shareholders in the following proportions (provided that if there are insufficient surplus assets to pay the A share subscription amount, the remaining surplus assets shall be distributed to the shareholders in the following proportions): 5.2.3.1 99.99% to the A shareholders pro rata to the number of A shares held; and 5.1.3.2 0.01% to the Series 3 shareholders and the Ordinary shareholders pro rata to the number of Series 3 shares and Ordinary shares held; 5.2.4 Fourth, in paying the Ordinary share subscription amount to the shareholders in the following proportions (provided that if there are insufficient surplus assets to pay the Ordinary share subscription amount, the remaining surplus assets shall be distributed to the shareholders in the following proportions): 5.2.4.1 99.99% to the Ordinary shareholders prop rata to the number of Ordinary shares held; and 5.2.4.2 0.01 % to the Series 3 shareholders and the A shareholders pro rata to the number of Series 3 shares and A shares held.</p>	

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

Class of share	DEFERRED	
Prescribed particulars	<p>(CONT.)</p> <p>5.3 In the event the aggregate amounts to be received by the holders of equity shares under this article 5.3 shall be more than the aggregate amounts to be received by the holders of equity shares under article 5.2: First, in paying to the holders of the Deferred shares, if any, a total £1.00 for the entire class of Deferred shares (which payment shall be deemed satisfied by payment to any one holder of Deferred shares); and 5.3.2 Second, the balance of the surplus assets to the holders of equity shares pro rata to the number of equity shares held.</p>	