



SH01

Return of allotment of shares



Companies House



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THURSDAY



A10 *A7XDANRE* 17/01/2019 #130

COMPANIES HOUSE

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

1

Company details

Company number: 1 1 6 3 9 7 4 5

Company name in full: ZWPV Limited

→ **Filling in this form**
Please complete in typescript or in bold black capitals.
All fields are mandatory unless specified or indicated by *

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Allotment dates

From Date: 2 4 1 2 2 0 1 8

To Date: 2 4 1 2 2 0 1 8

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.

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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 Shares	200,000	£0.01	£1.00	£0.00
	B Ordinary Shares	199,990	£0.10	£1.00	£0.00
	C Ordinary Shares	60,000	£0.10	£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)

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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 Shares	200,000	£2,000	
	B Ordinary Shares	200,000	£20,000	
	C Ordinary Shares	60,000	£6,000	
Totals		460,000	£28,000	
Currency table B				
Totals				
Currency table C				
Totals				
Totals (including continuation pages)				
		Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❷
		14,267,000	13,835,000	0.00

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	A Ordinary Shares
Prescribed particulars ①	See continuation pages
Class of share	B Ordinary Shares
Prescribed particulars ①	See continuation pages
Class of share	C Ordinary Shares
Prescribed particulars ①	See continuation pages

① Prescribed particulars of rights attached to shares

The particulars are:

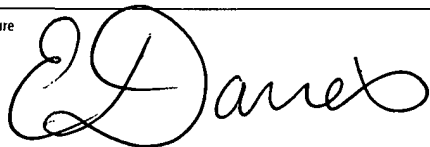
- a particulars of any voting rights, including rights that arise only in certain circumstances;
- b particulars of any rights, as respects dividends, to participate in a distribution;
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- 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	<p>Signature</p> <p>X  X</p>
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 **Giovanni Basiletti**

Company name **Blake Morgan LLP**

Address **One Central Square**

Post town **Cardiff**

County/Region **Cardiff**

Postcode

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Country **United Kingdom**

DX **33014 Cardiff**

Telephone **02920 686 149**

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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Shares allotted

Please give details of the shares allotted, including bonus shares.

② Currency
If currency details are not completed we will assume currency is in pound sterling.

Class of shares (E.g. Ordinary/Preference etc.)	Currency ^②	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
Preference Shares		13,807,000	£1.00	13,807,000	0.00

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If the allotted shares are fully or partly paid up otherwise than in cash, please state the consideration for which the shares were allotted.

Details of non-cash consideration.

If a PLC, please attach valuation report (if appropriate)

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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	13,807,000	13,807,000	
	Totals	13,807,000	13,807,000	0.00

5 Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	Preference Shares
Prescribed particulars	<p>Preference shares are non-voting. Each holder of preference shares are entitled to a fixed cumulative preference dividend equal accruing at a rate of 8% of the original issue price per annum compounded quarterly, together with a further right to receive a dividend as a separate class such dividend or distribution being subject to having obtained consent under the finance documents, investor approval and the approval of not less than 75% of total voting rights attributed to the equity shares. On a return of assets on liquidation, reduction of capital or otherwise, the surplus assets of the company remaining after payment of tis liabilities shall be applied first in payment the holders of the preference shares an amount equal to the subscription price paid for such shares together with all accrued but unpaid preference dividend and thereafter the holders of preference shares shall have no right to participate in any further distribution of capital. The preference shares are non-redeemable.</p>

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

Class of share	Ordinary A Shares	
Prescribed particulars	<p>The shares have attached to them full voting rights on the basis of one vote per share in all circumstances. Subject to payment in full of the preference dividend, the shares shall be entitled to receive any dividend or distribution on a pari passu basis with all remaining holders of equity shares as if they constituted one class of shares. On a return of assets on liquidation, reduction of capital or otherwise, the surplus assets of the company remaining after payment of its liabilities shall be applied first in payment the holders of the preference shares an amount equal to the subscription price paid for such shares together with all accrued but unpaid preference dividend; next and subject thereto in paying the holders of the A Ordinary Shares and B Ordinary Shares an amount equal to the subscription price paid for such shares; next and subject thereto, in payment the holders of Ordinary Shares an amount equal to the subscription price paid for such shares; and subject thereto, the balance of such assets shall be distributed to the holders of A Ordinary Shares, B Ordinary Shares and C Ordinary Shares pari passu as if they constituted one class of shares. The shares are non-redeemable.</p>	

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

Class of share	Ordinary B Shares	
Prescribed particulars	<p>The shares have attached to them full voting rights on the basis of one vote per share in all circumstances. Subject to payment in full of the preference dividend, the shares shall be entitled to receive any dividend or distribution on a pari passu basis with all remaining holders of equity shares as if they constituted one class of shares. On a return of assets on liquidation, reduction of capital or otherwise, the surplus assets of the company remaining after payment of its liabilities shall be applied first in payment the holders of the preference shares an amount equal to the subscription price paid for such shares together with all accrued but unpaid preference dividend; next and subject thereto in paying the holders of the A Ordinary Shares and B Ordinary Shares an amount equal to the subscription price paid for such shares; next and subject thereto, in payment the holders of Ordinary Shares an amount equal to the subscription price paid for such shares; and subject thereto, the balance of such assets shall be distributed to the holders of A Ordinary Shares, B Ordinary Shares and C Ordinary Shares pari passu as if they constituted one class of shares. The shares are non-redeemable.</p>	

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

Class of share	Ordinary C Shares	
Prescribed particulars	<p>The shares have attached to them full voting rights on the basis of one vote per share in all circumstances. Subject to payment in full of the preference dividend, the shares shall be entitled to receive any dividend or distribution on a pari passu basis with all remaining holders of equity shares as if they constituted one class of shares. On a return of assets on liquidation, reduction of capital or otherwise, the surplus assets of the company remaining after payment of its liabilities shall be applied first in payment the holders of the preference shares an amount equal to the subscription price paid for such shares together with all accrued but unpaid preference dividend; next and subject thereto in paying the holders of the A Ordinary Shares and B Ordinary Shares an amount equal to the subscription price paid for such shares; next and subject thereto, in payment the holders of Ordinary Shares an amount equal to the subscription price paid for such shares; and subject thereto, the balance of such assets shall be distributed to the holders of A Ordinary Shares, B Ordinary Shares and C Ordinary Shares pari passu as if they constituted one class of shares. The shares are non-redeemable.</p>	