

SH01

Return of allotment of shares



Companies House

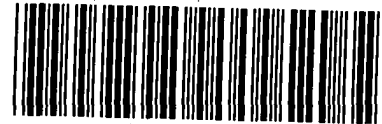


Go online to file this information
www.gov.uk/companieshouse

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

THURSDAY



A04 *A783R2GW*
14/06/2018 #105
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 | B ordinary shares | 84,269,115 | £0.00001 | NIL | £0.00 |
| GBP | B ordinary shares | 1,470,246 | £0.00001 | £0.682573 | £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)

Please see continuation page

SH01
Return of allotment of shares

4 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 | Class of shares | Number of shares | Aggregate nominal value (£, €, \$, etc) | Total aggregate amount unpaid, if any (£, €, \$, etc) |
|--|-------------------------------|------------------|--|---|
| Complete a separate table for each currency | E.g. Ordinary/Preference etc. | | Number of shares issued multiplied by nominal value | Including both the nominal value and any share premium |

Currency table A

| | | | | |
|---------------|-------------------|-------------|--------------|-------|
| GBP | A ordinary shares | 11,440,504 | £114.40504 | |
| GBP | B ordinary shares | 130,040,549 | £1,300.40549 | |
| GBP | C ordinary shares | 2,963,503 | £29.63503 | |
| Totals | | 144,444,556 | £1,444.44556 | £0.00 |

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 ^❶ |
| | 144,444,556 | £1,444.44556 | £0.00 |

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

SH01

Return of allotment of shares

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 |
| Prescribed particulars | Voting: every shareholder shall have, on a show of hands, one vote and, on a poll, one vote for each share of which he is the holder. Distribution: the balance of the surplus assets, after paying (i) to the holders of the deferred shares £1.00 in aggregate for all deferred shares, and (ii) to all shareholders (other than in relation to deferred shares) an amount equal to any declared but unpaid dividends, is paid to the holders of ordinary shares pro-rata in accordance with the number of ordinary shares held. Redemption: the shares are not redeemable. |
| Class of share | B ordinary |
| Prescribed particulars | Voting: every shareholder shall have, on a show of hands, one vote and, on a poll, one vote for each share of which he is the holder. Distribution: the balance of the surplus assets, after paying (i) to the holders of the deferred shares £1.00 in aggregate for all deferred shares, and (ii) to all shareholders (other than in relation to deferred shares) an amount equal to any declared but unpaid dividends, is paid to the holders of ordinary shares pro-rata in accordance with the number of ordinary shares held. Redemption: the shares are not redeemable. |
| Class of share | C ordinary |
| Prescribed particulars | Voting: every shareholder shall have, on a show of hands, one vote and, on a poll, one vote for each share of which he is the holder. Distribution: the balance of the surplus assets, after paying (i) to the holders of the deferred shares £1.00 in aggregate for all deferred shares, and (ii) to all shareholders (other than in relation to deferred shares) an amount equal to any declared but unpaid dividends, is paid to the holders of ordinary shares pro-rata in accordance with the number of ordinary shares held. Redemption: the shares are not redeemable. |

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, Secretary, Person authorised, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

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.

Person authorised

Under either section 270 or 274 of the Companies Act 2006.

SH01

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 | M-00721513 |
| Company name | Shoosmiths LLP |
| Address | Witan Gate House 500-600 Witan Gate West |
| Post town | Milton Keynes |
| County/Region | |
| Postcode | M K 9 1 S H |
| Country | |
| DX | 729360 Milton Keynes 15 |
| Telephone | 03700 868300 |



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

SH01 - continuation page

Return of allotment of shares

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)

72,941,183 B ordinary shares have been allotted in consideration of the transfer by the shareholders of Tepilo Holdings Limited of 120,326 ordinary shares of £1.00 each in the capital of Tepilo Holdings Limited to Emoov Limited pursuant to a share purchase agreement dated 30 May 2018;

3,188,586 B ordinary shares have been allotted as consideration for the transfer by Adan Male and Oliver Atkinson of their 7,952 ordinary shares of £0.01 each in the capital of Urban Sales and Lettings Limited to Emoov Limited pursuant to a share purchase agreement dated 30 May 2018; and

8,139,346 B ordinary shares have been allotted as consideration for advertising airtime on the Channel 4 owned portfolio and partner channels pursuant to an advertising sales agreement dated 27 April 2018.

| 5 Statement of capital (prescribed particulars of rights attached to shares) | |
|---|--|
| Class of share | |
| Prescribed particulars | |