

SH01

Return of allotment of shares



Companies House

You can use the WebFiling service to file this form online.
Please go to www.companieshouse.gov.uk

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

TUESDAY



"L41XPEDN"

LD2

24/02/2015

#42

COMPANIES HOUSE

1 Company details

Company number: 0 4 0 1 8 7 5 2

Company name in full: KOBALT MUSIC GROUP LIMITED

→ **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: d 1 d 9 m 0 m 2 y 2 y 0 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

Class of shares (E.g. Ordinary/Preference etc)	Currency	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
SERIES C PREFERRED	£	1,377,981	0 10	US\$43 5420	

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

Section 4 (also Section 5 and Section 6, if appropriate) should reflect the company's issued capital at the date of this return

4 Statement of capital (Share capital in pound sterling (£))

Please complete the table below to show each class of shares held in pound sterling. If all your issued capital is in sterling, only complete Section 4 and then go to Section 7

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
SEE CONTINUATION SHEET				£
				£
				£
				£
Totals				£

5 Statement of capital (Share capital in other currencies)

Please complete the table below to show any class of shares held in other currencies. Please complete a separate table for each currency.

Currency				
Class of shares (E.g. Ordinary / Preference etc.)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Totals				

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Totals				

6 Statement of capital (Totals)

Please give the total number of shares and total aggregate nominal value of issued share capital

Total number of shares 10,550,135

Total aggregate nominal value ❹ 523,395.78

❹ Total aggregate nominal value
Please list total aggregate values in different currencies separately. For example £100 + €100 + \$10 etc

❶ Including both the nominal value and any share premium

❷ E.g. Number of shares issued multiplied by nominal value of each share

❸ Total number of issued shares in this class

Continuation Pages

Please use a Statement of Capital continuation page if necessary

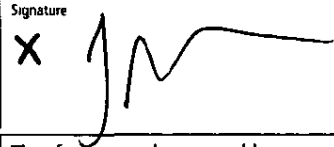
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7 Statement of capital (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Section 4 and Section 5		<p>Prescribed particulars of rights attached to shares</p> <p>The particulars are</p> <ul style="list-style-type: none"> 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 and any terms or conditions relating to redemption of these shares <p>A separate table must be used for each class of share</p> <p>Continuation page Please use a Statement of Capital continuation page if necessary</p>
Class of share		
Prescribed particulars ①	SEE CONTINUATION SHEET	
Class of share		
Prescribed particulars ①		
Class of share		
Prescribed particulars ①		

8 Signature

I am signing this form on behalf of the company		<p>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</p> <p>Person authorised Under either section 270 or 274 of the Companies Act 2006</p>
Signature	<p>Signature</p> <p>X  X</p> <p>This form may be signed by Director ②, Secretary, Person authorised ②, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager</p>	

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7 Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	ORDINARY BA	
Prescribed particulars	(A) TWENTY ORDINARY BA SHARES HAVE THE SAME VOTING RIGHTS AS ONE ORDINARY SHARE, (B) SUBJECT TO THE PREFERRED DIVIDEND RIGHTS ATTACHING TO THE SERIES C PREFERRED SHARES, ORDINARY BA SHARES HAVE THE RIGHT TO PARTICIPATE IN DISTRIBUTION OF DIVIDENDS PAYABLE TO THAT SHARE CLASS, (C) SUBJECT TO THE RIGHTS OF THE SERIES A PREFERRED SHARES, SERIES B PREFERRED SHARES AND SERIES C PREFERRED SHARES, ORDINARY BA SHAREHOLDERS HAVE THE RIGHT TO PARTICIPATE IN CAPITAL DISTRIBUTIONS, SUCH DISTRIBUTIONS TO BE REDUCED BY THE THRESHOLD VALUE OF £6 00 PER ORDINARY BA SHARE, (D) THE SHARES ARE NOT TO BE REDEEMED NOR ARE THEY LIABLE TO BE REDEEMED AT THE OPTION OF THE COMPANY OR THE SHAREHOLDER	

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7 Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	ORDINARY BB	
Prescribed particulars	<p>(A) TWENTY ORDINARY BB SHARES HAVE THE SAME VOTING RIGHTS AS ONE ORDINARY SHARE, (B) SUBJECT TO THE PREFERRED DIVIDEND RIGHTS ATTACHING TO THE SERIES C PREFERRED SHARES, ORDINARY BB SHARES HAVE THE RIGHT TO PARTICIPATE IN DISTRIBUTION OF DIVIDENDS PAYABLE TO THAT SHARE CLASS, (C) SUBJECT TO THE RIGHTS OF THE SERIES A PREFERRED SHARES, SERIES B PREFERRED SHARES AND SERIES C PREFERRED SHARES, ORDINARY BB SHAREHOLDERS HAVE THE RIGHT TO PARTICIPATE IN CAPITAL DISTRIBUTIONS, SUCH DISTRIBUTIONS TO BE REDUCED BY THE THRESHOLD VALUE OF £7 50 PER ORDINARY BB SHARE, (D) THE SHARES ARE NOT TO BE REDEEMED NOR ARE THEY LIABLE TO BE REDEEMED AT THE OPTION OF THE COMPANY OR THE SHAREHOLDER</p>	

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7 Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	ORDINARY BC	
Prescribed particulars	<p>(A) TWENTY ORDINARY BC SHARES HAVE THE SAME VOTING RIGHTS AS ONE ORDINARY SHARE, (B) SUBJECT TO THE PREFERRED DIVIDEND RIGHTS ATTACHING TO THE SERIES C PREFERRED SHARES, ORDINARY BA SHARES HAVE THE RIGHT TO PARTICIPATE IN DISTRIBUTION OF DIVIDENDS PAYABLE TO THAT SHARE CLASS, (C) SUBJECT TO THE RIGHTS OF THE SERIES A PREFERRED SHARES, SERIES B PREFERRED SHARES AND SERIES C PREFERRED SHARES, ORDINARY BC SHAREHOLDERS HAVE THE RIGHT TO PARTICIPATE IN CAPITAL DISTRIBUTIONS, SUCH DISTRIBUTIONS TO BE REDUCED BY THE THRESHOLD VALUE OF £10 PER ORDINARY BC SHARE, (D) THE SHARES ARE NOT TO BE REDEEMED NOR ARE THEY LIABLE TO BE REDEEMED AT THE OPTION OF THE COMPANY OR THE SHAREHOLDER</p>	

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7 Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	ORDINARY BD	
Prescribed particulars	<p>(A) TWENTY ORDINARY BD SHARES HAVE THE SAME VOTING RIGHTS AS ONE ORDINARY SHARE, (B) SUBJECT TO THE PREFERRED DIVIDEND RIGHTS ATTACHING TO THE SERIES C PREFERRED SHARES, ORDINARY BD SHARES HAVE THE RIGHT TO PARTICIPATE IN DISTRIBUTION OF DIVIDENDS PAYABLE TO THAT SHARE CLASS, (C) SUBJECT TO THE RIGHTS OF THE SERIES A PREFERRED SHARES, SERIES B PREFERRED SHARES AND SERIES C PREFERRED SHARES, ORDINARY BD SHAREHOLDERS HAVE THE RIGHT TO PARTICIPATE IN CAPITAL DISTRIBUTIONS, SUCH DISTRIBUTIONS TO BE REDUCED BY THE THRESHOLD VALUE OF £20 PER ORDINARY BD SHARE, (D) THE SHARES ARE NOT TO BE REDEEMED NOR ARE THEY LIABLE TO BE REDEEMED AT THE OPTION OF THE COMPANY OR THE SHAREHOLDER</p>	

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

Class of share	ORDINARY BG	
Prescribed particulars	<p>(A) TWENTY ORDINARY BG SHARES HAVE THE SAME VOTING RIGHTS AS ONE ORDINARY SHARE, (B) SUBJECT TO THE PREFERRED DIVIDEND RIGHTS ATTACHING TO THE SERIES C PREFERRED SHARES, ORDINARY BG SHARES HAVE THE RIGHT TO PARTICIPATE IN DISTRIBUTION OF DIVIDENDS PAYABLE TO THAT SHARE CLASS, (C) SUBJECT TO THE RIGHTS OF THE SERIES A PREFERRED SHARES, SERIES B PREFERRED SHARES AND SERIES C PREFERRED SHARES, ORDINARY BG SHAREHOLDERS HAVE THE RIGHT TO PARTICIPATE IN CAPITAL DISTRIBUTIONS, SUCH DISTRIBUTIONS TO BE REDUCED BY THE THRESHOLD VALUE OF £17 50 PER ORDINARY BG SHARE, (D) THE SHARES ARE NOT TO BE REDEEMED NOR ARE THEY LIABLE TO BE REDEEMED AT THE OPTION OF THE COMPANY OR THE SHAREHOLDER</p>	

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7 Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	SERIES A PREFERRED	
Prescribed particulars	<p>(A) FULL VOTING RIGHTS ON AN AS CONVERTED BASIS INTO ORDINARY SHARES, (B) SUBJECT TO THE PREFERRED DIVIDEND RIGHTS ATTACHING TO THE SERIES C PREFERRED SHARES, FULL RIGHTS TO PARTICIPATE IN THE DISTRIBUTION OF DIVIDENDS, (C) SUBJECT TO THE RIGHTS OF THE SERIES C PREFERRED SHARES, PRIOR RIGHT TO PARTICIPATE UP TO £12 00 PER SERIES A PREFERRED SHARE IN CAPITAL DISTRIBUTIONS, PARI PASSU WITH RIGHT OF SERIES B PREFERRED SHARES TO PARTICIPATE UP TO £20 00 PER SERIES B PREFERRED SHARE, WHERE THE AMOUNT RECEIVABLE PER ORDINARY SHARE, SERIES A PREFERRED SHARE AND SERIES B PREFERRED SHARE WOULD OTHERWISE BE LESS THAN £20 00 PER SHARE, (D) CONVERTIBLE INTO ORDINARY SHARES AT ANY TIME AND AUTOMATICALLY ON A LISTING, (E) THE SHARES ARE NOT TO BE REDEEMED NOR ARE THEY LIABLE TO BE REDEEMED AT THE OPTION OF THE COMPANY OR THE SHAREHOLDER</p>	

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7 Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	SERIES B PREFERRED	
Prescribed particulars	<p>(A) FULL VOTING RIGHTS ON AN AS CONVERTED BASIS INTO ORDINARY SHARES, (B) SUBJECT TO THE PREFERRED DIVIDEND RIGHTS ATTACHING TO THE SERIES C PREFERRED SHARES, FULL RIGHTS TO PARTICIPATE IN THE DISTRIBUTION OF DIVIDENDS, (C) SUBJECT TO THE RIGHTS OF THE SERIES C PREFERRED SHARES, PRIOR RIGHT TO PARTICIPATE UP TO £20 00 PER SERIES B PREFERRED SHARE IN CAPITAL DISTRIBUTIONS, PARI PASSU WITH RIGHT OF SERIES B PREFERRED SHARES TO PARTICIPATE UP TO £12 00 PER SERIES A PREFERRED SHARE, WHERE THE AMOUNT RECEIVABLE PER ORDINARY SHARE, SERIES A PREFERRED SHARE AND SERIES B PREFERRED SHARE WOULD OTHERWISE BE LESS THAN £20 00 PER SHARE, (D) CONVERTIBLE INTO ORDINARY SHARES AT ANY TIME AND AUTOMATICALLY ON A LISTING, (E) THE SHARES ARE NOT TO BE REDEEMED NOR ARE THEY LIABLE TO BE REDEEMED AT THE OPTION OF THE COMPANY OR THE SHAREHOLDER</p>	

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7 Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	SERIES C PREFERRED	
Prescribed particulars	<p>(A) FULL VOTING RIGHTS ON AN AS CONVERTED BASIS INTO ORDINARY SHARES, (B) PRIOR RIGHT TO RECEIVE DIVIDEND EQUAL TO THE GREATER OF 8% OF THE APPLICABLE SERIES C LP AMOUNT AND THE ORDINARY SHARE DIVIDEND THE HOLDERS WOULD RECEIVE ON AN AS CONVERTED BASIS, (C) PRIOR RIGHT (PRIOR TO THE HOLDERS OF SERIES A PREFERRED SHARES, SERIES B PREFERRED SHARES, ORDINARY SHARES AND B SHARES) TO RECEIVE UP TO THE SERIES C LP AMOUNT PER SERIES C PREFERRED SHARE HELD ON A CAPITAL DISTRIBUTION, OTHERWISE RIGHT TO RECEIVE SAME AMOUNT PER SHARE AS HOLDERS OF ORDINARY SHARES, (D) CONVERTIBLE INTO ORDINARY SHARES AT ANY TIME AND AUTOMATICALLY ON A LISTING, (E) THE SHARES ARE NOT TO BE REDEEMED NOR ARE THEY LIABLE TO BE REDEEMED AT THE OPTION OF THE COMPANY OR THE SHAREHOLDER</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

Company name GRANT DAWE LLP

Address THAMES WHARF STUDIOS

Post town

County/Region LONDON

Postcode

W 6 9 H A

Country

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 appropriate 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.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk