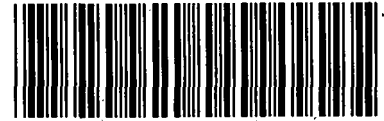


SH01

Return of allotment of shares



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



A08 *A5LWVVD4* 15/12/2016 #266
COMPANIES HOUSE
A17 *A5H24CI0* 06/10/2016 #250
COMPANIES HOUSE

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
notice of shares taken by sub-
sidiary formation of the company
for an allotment of a new class
of shares by an unlimited company.

1 Company details

Company number 0 9 5 6 4 6 3 1

Company name in full Founders Factory 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 0 d 3 m 1 m 0 y 2 y 0 y 1 y 6

To Date d d m m y y y y

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.)

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

Currency	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	Preferred	2,000	0.0001	700.00	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)

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 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				
GB-GBP	A Ordinary	31,415	£3.1415	
GB-GBP	E	13	£1.30	
GB-GBP	Preferred	13,000	£1.30	
Totals		44,428	£5.7415	£0.00

Currency table B

Totals				

Currency table C

Totals				

Totals (including continuation pages)	Total number of shares	Total aggregate nominal value ①	Total aggregate amount unpaid ①
	44,428	£5.7415	£0.00

① 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 £0.0001 A Ordinary
Prescribed particulars ① See continuation sheet

Class of share £0.10 E
Prescribed particulars ① See continuation sheet

Class of share £0.0001 Preferred
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  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.

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

Company name Osborne Clarke LLP

Address 2 Temple Back East

Temple Quay

Post town Bristol

Country/Region

Postcode B S 1 6 E G

Country United Kingdom

DX 7818 Bristol

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

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

Class of share	£0.0001 A Ordinary	
Prescribed particulars	<p>Voting The A Ordinary Shares shall confer on each A Ordinary Shareholder the right to receive notice of and to attend, speak and vote at all general meetings of the Company and to receive and vote on proposed written resolutions of the Company, and each such holder shall have one vote for each A Ordinary Share held by him.</p> <p>Income Any available profits which the Company may determine to distribute in respect of any financial year will be first be distributed to the holders of Preferred Shares until an amount equal to the Preference Amount has been paid in aggregate (through the payment one or more dividends) on each of the Preferred Shares in issue at the relevant time. After such payment of dividends, any further available profits which the Company may determine to distribute shall be distributed among the holders of the Equity Shares (pari passu as if the Equity Shares constituted one class of share) pro rata to their respective holdings of Equity Shares. Where: "Equity Shares" means the A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and Preferred Shares; "Preference Amount" means an amount per Preferred Share equal to 1.2 times £840.</p> <p>Capital On a return of assets on liquidation, capital reduction or otherwise (except upon the redemption of shares of any class or the purchase by the Company of its own shares), the assets of the Company available for distribution amongst Shareholders after payment of its liabilities or, on a share sale, the proceeds of sale (in each case, the "Available Amount") shall be applied in the following manner and order of priority: 1. first in paying to each of the Preferred Shareholders, in priority to any other classes of shares, an amount per Preferred Share held equal to the Preference Amount minus the aggregate of all dividends previously paid on such Preferred Share (but not paid to the holders of any other class of shares) (the "Preferred Share Distribution Amount") (provided that if there are insufficient surplus assets to pay the Preferred Share Distribution Amount per Preferred Share, the remaining surplus assets shall be distributed to the Preferred Shareholders pro rata to the amounts paid up on the Preferred Shares); (see continuation page)</p>	

5

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

Class of share	£0.0001 A Ordinary (continued)	
Prescribed particulars	<p>2. second, after making the payment under (1), in paying to each of the E Shareholders, if any, in priority to any other classes of Shares (other than the Preferred Shares), an amount equal to the nominal value of each of the E Shares held by them respectively (provided that if there are insufficient surplus assets to pay the such amounts to the E Shareholders, the remaining surplus assets shall be distributed to the E Shareholders pro rata to the amounts paid up on the E Shares);</p> <p>3. third, after making the payments under (1) and (2), in paying to the holders of the Deferred Shares, if any, in priority to any other classes of Shares (other than the Preferred Shares and the E Shares), a total of £1.00 for the entire class of Deferred Shares (which payment shall be deemed satisfied by payment to any one holder of Deferred Shares);</p> <p>4. fourth, after making the payments under (1) - (3):</p> <p>a. in paying to the C Ordinary Shareholders an amount equal to "D" (pro rata to the amounts paid up on the C Ordinary Shares); and</p> <p>b. if:</p> <p>i. the Available Amount is equal to or greater than the Hurdle, in paying to the A Ordinary Shareholders and B Ordinary Shareholders (as if the A Ordinary Shares and B Ordinary Shares were one and the same class of shares) an amount equal to "E" (pro rata to the amounts paid up on the A Ordinary Shares and B Ordinary Shares); or</p> <p>ii. the Available Amount is less than the Hurdle, in paying to the A Ordinary Shareholders an amount equal to "E" (pro rata to the amounts paid up on the A Ordinary Shares),</p> <p>where:</p> <p>"D" means: $(G \times F)$ minus PD, provided that D shall not be less than 0;</p> <p>"E" means: H minus D, provided that E shall not be less than 0;</p> <p>"F" means the aggregate of the Available Amount plus all Priority Dividends paid prior to the return of assets or Share Sale, minus the aggregate of the payments made under(2) and (3);</p> <p>"G" means: $(J / (J+K)) \times 0.6$;</p> <p>"H" means the Available Amount minus the aggregate of the payments made under(1) to (3);</p> <p>"J" means the aggregate number of C Ordinary Shares in issue at the relevant time;</p> <p>"K" means the aggregate number of Preferred Shares in issue at the relevant time; and</p> <p>(see continuation page)</p>	



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

Class of share	£0.0001 A Ordinary (continued)	
Prescribed particulars	<p>"PD" means the aggregate of all Priority Dividends paid on all of the Preferred Shares that were converted into C Ordinary Shares prior to such conversion.</p> <p>Where:</p> <p>"Hurdle" means the relevant amount as determined by the FF Directors (acting jointly) on allotment of the B Ordinary Shares which the Available Amount must exceed before any of the B Ordinary Shares are entitled to any distribution of such Available Amount;</p> <p>"FF Directors" means such directors of the Company nominated by the Brent Hoberman and Henry Lane Fox.</p> <p>"Preference Amount" means an amount per Preferred Share equal to 1.2 times £840;</p> <p>"Priority Dividends" means any dividends which are paid to the holders of the Preferred Shares but which are not paid to the holders of the Ordinary Shares;</p> <p>"Share Sale" means the sale of (or the grant of a right to acquire or to dispose of) any of the shares in the capital of the Company (in one transaction or as a series of transactions) which will result in the purchaser of those shares (or grantee of that right) and persons acting in concert with him together acquiring a controlling interest in the Company, except where following completion of the sale the shareholders and the proportion of shares held by each of them are the same as the shareholders and their shareholdings in the Company immediately prior to the sale.</p> <p>Redemption The A Ordinary Shares are non-redeemable.</p>	

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

Class of share	Preferred	
Prescribed particulars	<p>Voting</p> <p>The Preferred Shares shall confer on each holder of the same the right to receive notice of and to attend, speak and vote at all general meetings of the Company and to receive and vote on proposed written resolutions of the Company, and each such holder shall have one vote for each Preferred Share held by him.</p> <p>Income</p> <p>Any available profits which the Company may determine to distribute in respect of any financial year will be first be distributed to the holders of Preferred Shares until an amount equal to the Preference Amount has been paid in aggregate (through the payment one or more dividends) on each of the Preferred Shares in issue at the relevant time.</p> <p>After such payment of dividends, any further available profits which the Company may determine to distribute shall be distributed among the holders of the Equity Shares (pari passu as if the Equity Shares constituted one class of share) pro rata to their respective holdings of Equity Shares.</p> <p>Where:</p> <p>"Equity Shares" means the A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and Preferred Shares"</p> <p>"Preference Amount" means an amount per Preferred Share equal to 1.2 times £840;</p> <p>Capital</p> <p>On a return of assets on liquidation, capital reduction or otherwise (except upon the redemption of shares of any class or the purchase by the Company of its own shares), the assets of the Company available for distribution amongst Shareholders after payment of its liabilities or, on a share sale, the proceeds of sale (in each case, the "Available Amount") shall be applied in the following manner and order of priority:</p> <p>5. first in paying to each of the Preferred Shareholders, in priority to any other classes of shares, an amount per Preferred Share held equal to the Preference Amount minus the aggregate of all dividends previously paid on such Preferred Share (but not paid to the holders of any other class of shares) (the "Preferred Share Distribution Amount") (provided that if there are insufficient surplus assets to pay the Preferred Share Distribution Amount per Preferred Share, the remaining surplus assets shall be distributed to the Preferred Shareholders pro rata to the amounts paid up on the Preferred Shares);</p> <p>(see continuation page)</p>	

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

Class of share	Preferred (continuation)	
Prescribed particulars	<p>6. second, after making the payment under (1), in paying to each of the E Shareholders, if any, in priority to any other classes of Shares (other than the Preferred Shares), an amount equal to the nominal value of each of the E Shares held by them respectively (provided that if there are insufficient surplus assets to pay the such amounts to the E Shareholders, the remaining surplus assets shall be distributed to the E Shareholders pro rata to the amounts paid up on the E Shares);</p> <p>7. third, after making the payments under (1) and (2), in paying to the holders of the Deferred Shares, if any, in priority to any other classes of Shares (other than the Preferred Shares and the E Shares), a total of £1.00 for the entire class of Deferred Shares (which payment shall be deemed satisfied by payment to any one holder of Deferred Shares);</p> <p>8. fourth, after making the payments under (1) - (3):</p> <p>a. in paying to the C Ordinary Shareholders an amount equal to "D" (pro rata to the amounts paid up on the C Ordinary Shares); and</p> <p>b. if:</p> <p>i. the Available Amount is equal to or greater than the Hurdle, in paying to the A Ordinary Shareholders and B Ordinary Shareholders (as if the A Ordinary Shares and B Ordinary Shares were one and the same class of shares) an amount equal to "E" (pro rata to the amounts paid up on the A Ordinary Shares and B Ordinary Shares); or</p> <p>ii. the Available Amount is less than the Hurdle, in paying to the A Ordinary Shareholders an amount equal to "E" (pro rata to the amounts paid up on the A Ordinary Shares), where:</p> <p>"D" means: $(G \times F)$ minus PD, provided that D shall not be less than 0;</p> <p>"E" means: H minus D, provided that E shall not be less than 0;</p> <p>"F" means the aggregate of the Available Amount plus all Priority Dividends paid prior to the return of assets or Share Sale, minus the aggregate of the payments made under (2) and (3);</p> <p>"G" means: $(J / (J+K)) \times 0.6$;</p> <p>"H" means the Available Amount minus the aggregate of the payments made under (1) to (3);</p> <p>"J" means the aggregate number of C Ordinary Shares in issue at the relevant time;</p> <p>"K" means the aggregate number of Preferred Shares in issue at the relevant time; and</p> <p>(see continuation page)</p>	



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

Class of share	Preferred (continuation)	
Prescribed particulars	<p>"PD" means the aggregate of all Priority Dividends paid on all of the Preferred Shares that were converted into C Ordinary Shares prior to such conversion.</p> <p>Where:</p> <p>"Hurdle" means the relevant amount as determined by the FF Directors (acting jointly) on allotment of the B Ordinary Shares which the Available Amount must exceed before any of the B Ordinary Shares are entitled to any distribution of such Available Amount;</p> <p>"FF Directors" means such directors of the Company nominated by the Brent Hoberman and Henry Lane Fox.</p> <p>"Preference Amount" means an amount per Preferred Share equal to 1.2 times £840;</p> <p>"Priority Dividends" means any dividends which are paid to the holders of the Preferred Shares but which are not paid to the holders of the Ordinary Shares;</p> <p>"Share Sale" means the sale of (or the grant of a right to acquire or to dispose of) any of the shares in the capital of the Company (in one transaction or as a series of transactions) which will result in the purchaser of those shares (or grantee of that right) and persons acting in concert with him together acquiring a controlling interest in the Company, except where following completion of the sale the shareholders and the proportion of shares held by each of them are the same as the shareholders and their shareholdings in the Company immediately prior to the sale.</p> <p>Redemption</p> <p>The Preferred Shares are non-redeemable.</p>	



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

Class of share	E Shares
Prescribed particulars	<p>Voting</p> <p>The E Shares shall confer the right on each E Shareholder the right to receive notice of and to attend, speak and vote at all general meetings of the Company and to receive and vote on proposed written resolutions of the Company.</p> <p>An E Shareholder shall never have less than 5% of the voting rights at any such general meeting or for the purposes of any written resolution of the Shareholders provided that if the E Shareholder has, at any such general meeting or for the purposes of any written resolution of the Shareholders:</p> <p>(a) 5% or more of the voting rights by virtue of holding any other classes of Shares, the E Shares shall not confer any additional voting rights; or</p> <p>(b) voting rights but less than 5% of the voting rights by virtue of holding any other classes of Shares, the E Shares shall confer such additional voting rights on the Shareholder so that, in aggregate, such Shareholder has 5% of the voting rights.</p> <p>Income</p> <p>The E Shares shall not entitle the holders to receive any dividend or other distribution.</p> <p>Capital</p> <p>On a return of assets on liquidation, capital reduction or otherwise (except upon the redemption of shares of any class or the purchase by the Company of its own shares), the assets of the Company available for distribution amongst Shareholders after payment of its liabilities or, on a share sale, the proceeds of sale (in each case, the "Available Amount") shall be applied in the following manner and order of priority:</p> <p>9. first in paying to each of the Preferred Shareholders, in priority to any other classes of shares, an amount per Preferred Share held equal to the Preference Amount minus the aggregate of all dividends previously paid on such Preferred Share (but not paid to the holders of any other class of shares) (the "Preferred Share Distribution Amount") (provided that if there are insufficient surplus assets to pay the Preferred Share Distribution Amount per Preferred Share, the remaining surplus assets shall be distributed to the Preferred Shareholders pro rata to the amounts paid up on the Preferred Shares);</p> <p>(see continuation page)</p>

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

Class of share	E Shares (continued)	
Prescribed particulars	<p>10. second, after making the payment under (1), in paying to each of the E Shareholders, if any, in priority to any other classes of Shares (other than the Preferred Shares), an amount equal to the nominal value of each of the E Shares held by them respectively (provided that if there are insufficient surplus assets to pay the such amounts to the E Shareholders, the remaining surplus assets shall be distributed to the E Shareholders pro rata to the amounts paid up on the E Shares);</p> <p>11. third, after making the payments under (1) and (2), in paying to the holders of the Deferred Shares, if any, in priority to any other classes of Shares (other than the Preferred Shares and the E Shares), a total of £1.00 for the entire class of Deferred Shares (which payment shall be deemed satisfied by payment to any one holder of Deferred Shares);</p> <p>12. fourth, after making the payments under (1) - (3):</p> <p>a. in paying to the C Ordinary Shareholders an amount equal to "D" (pro rata to the amounts paid up on the C Ordinary Shares); and</p> <p>b. if:</p> <p>i. the Available Amount is equal to or greater than the Hurdle, in paying to the A Ordinary Shareholders and B Ordinary Shareholders (as if the A Ordinary Shares and B Ordinary Shares were one and the same class of shares) an amount equal to "E" (pro rata to the amounts paid up on the A Ordinary Shares and B Ordinary Shares); or</p> <p>ii. the Available Amount is less than the Hurdle, in paying to the A Ordinary Shareholders an amount equal to "E" (pro rata to the amounts paid up on the A Ordinary Shares), where:</p> <p>"D" means: $(G \times F) \text{ minus } PD$, provided that D shall not be less than 0;</p> <p>"E" means: $H \text{ minus } D$, provided that E shall not be less than 0;</p> <p>"F" means the aggregate of the Available Amount plus all Priority Dividends paid prior to the return of assets or Share Sale, minus the aggregate of the payments made under(2) and (3);</p> <p>"G" means: $(J / (J+K)) \times 0.6$;</p> <p>"H" means the Available Amount minus the aggregate of the payments made under(1) to (3);</p> <p>"J" means the aggregate number of C Ordinary Shares in issue at the relevant time;</p> <p>"K" means the aggregate number of Preferred Shares in issue at the relevant time; and</p> <p>(see continuation page)</p>	

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

Class of share	E Shares (continued)	
Prescribed particulars	<p>"PD" means the aggregate of all Priority Dividends paid on all of the Preferred Shares that were converted into C Ordinary Shares prior to such conversion.</p> <p>Where:</p> <p>"Hurdle" means the relevant amount as determined by the FF Directors (acting jointly) on allotment of the B Ordinary Shares which the Available Amount must exceed before any of the B Ordinary Shares are entitled to any distribution of such Available Amount;</p> <p>"FF Directors" means such directors of the Company nominated by the Brent Hoberman and Henry Lane Fox.</p> <p>"Preference Amount" means an amount per Preferred Share equal to 1.2 times £840;</p> <p>"Priority Dividends" means any dividends which are paid to the holders of the Preferred Shares but which are not paid to the holders of the Ordinary Shares;</p> <p>"Share Sale" means the sale of (or the grant of a right to acquire or to dispose of) any of the shares in the capital of the Company (in one transaction or as a series of transactions) which will result in the purchaser of those shares (or grantee of that right) and persons acting in concert with him together acquiring a controlling interest in the Company, except where following completion of the sale the shareholders and the proportion of shares held by each of them are the same as the shareholders and their shareholdings in the Company immediately prior to the sale.</p> <p>Redemption</p> <p>The E Shares are non-redeemable.</p>	