

SH01

Return of allotment of shares



Companies House

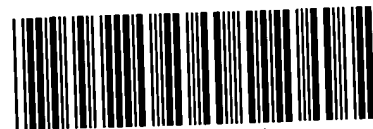


Go online to file this information
www.gov.uk/companieshouse

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

FRIDAY THURSDAY



A26 *A7EF64F6* #213
13/09/2018
COMPANIES HOUSE

A08 *A7DHYBJV* #248
31/08/2018
COMPANIES HOUSE

1 Company details

Company number 1 0 9 0 2 8 8 4

Company name in full ZOE GLOBAL LTD

→ **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 0 d 2 m 0 m 3 y 2 y 0 y 1 y 8

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.

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	SEED SHARES	13,931,458	0.0000001	0.10767	NIL

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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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 (f, £, \$, etc) Including both the nominal value and any share premium
Currency table A				
GBP	ORDINARY SHARES	557,258	.0557258	
GBP	SEED SHARES	56,329,529	5.6329529	
GBP	FOUNDER SHARES	100,000,000	10	
Totals		156,886,787	15.6886787	NIL

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
	156,886,787	15.6886787	NIL

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

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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 SHARES
Prescribed particulars ①	See continuation page.
Class of share	SEED SHARES
Prescribed particulars ①	See continuation page.
Class of share	FOUNDER SHARES
Prescribed particulars ①	See continuation page.

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.

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Signature

I am signing this form on behalf of the company.

Signature	<p>Signature</p> 
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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.

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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 **John Finnemore**

Company name **CMS**

Address **CANNON PLACE, 78 CANNON ST**

Post town **LONDON**

County/Region

Postcode **E C 4 N 6 A F**

Country **UK**

DX

Telephone **02075246432**

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

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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)

SH01 - continuation page
Return of allotment of shares

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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
Totals				

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

Class of share	ORDINARY SHARES	
Prescribed particulars	<p>Voting: The Ordinary Shares shall confer on each holder of Ordinary Shares 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>Dividend: Any Available Profits which the Company may determine, with Investor Majority Consent, to distribute in respect of any Financial Year, will be distributed among the holders of the Shares (pari passu as if the Shares constituted one class of share) pro rata to their respective holdings of Shares.</p> <p>Winding-up: On a distribution of assets on a liquidation or a return of capital, the surplus assets shall be applied: (a) first, in paying to the holders of the Deferred Shares: (b) second in paying a sum equal to the higher of: in paying a sum equal to the higher of: (i) £X plus £100 (where X is an amount equal to the aggregate Issue Price of all the Seed Shares in issue at the relevant time) to be distributed as to 0.00005% to the holders of the Founder Shares and 0.00005% to the holders of the Ordinary Shares pro-rata according to the number of Founder Shares and Ordinary Shares (as applicable held by them and as to the balance to the holders of the Seed Shares such that each holder of Seed Shares receives in respect of each Seed Share held the Issue Price of that Seed Share (provided that If there are insufficient surplus assets to pay the amounts per Seed Share equal to the Issue Price, the remaining surplus assets shall be distributed to the Seed Shareholders, Founder Shares and Ordinary Shareholders pro rata to the amounts which such holders would otherwise have been entitled to receive; and (ii) £X plus £100 (where X is an amount equal to the aggregate amount per share to which the Seed Shareholders would be entitled if the Surplus Assets were distributed among all holders of Equity Shares pro rata to the number of Equity Shares held) to be distributed as to 0.00005% to holders of Ordinary Shares and 0.00005% to holders of Founder Shares pro-rata according to the number of Ordinary Shares and Founder Shares (as applicable) held by them and as to the balance to the holders of the Seed Shares pro rata according to the amounts paid up on the Seed Shares (Including any premium); (c) third (to the extent there are Surplus Assets remaining for distribution after the application of (a) and (b)) in paying to the holders of the Founder Shares and the Ordinary Shares (pari passu as if the same constituted one class of share), any balance of such remaining Surplus Assets pro rata to the number of Founder Shares</p> <p>Redeemable: The Ordinary Shares are non-redeemable.</p>	

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

Class of share	SEED SHARES	
Prescribed particulars	<p>Voting: The Seed Shares shall confer on each holder of Seed Shares 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>Dividend: Any Available Profits which the Company may determine, with Investor Majority Consent, to distribute in respect of any Financial Year, will be distributed among the holders of the Shares (pari passu as if the Shares constituted one class of share) pro rata to their respective holdings of Shares.</p> <p>Winding-up: On a distribution of assets on a liquidation or a return of capital, the surplus assets shall be applied: (a) first, in paying to the holders of the Deferred Shares: (b) second in paying a sum equal to the higher of: in paying a sum equal to the higher of: (i) £X plus £100 (where X is an amount equal to the aggregate Issue Price of all the Seed Shares in issue at the relevant time) to be distributed as to 0.00005% to the holders of the Founder Shares and 0.00005% to the holders of the Ordinary Shares pro-rata according to the number of Founder Shares and Ordinary Shares (as applicable held by them and as to the balance to the holders of the Seed Shares such that each holder of Seed Shares receives in respect of each Seed Share held the Issue Price of that Seed Share (provided that If there are insufficient surplus assets to pay the amounts per Seed Share equal to the Issue Price, the remaining surplus assets shall be distributed to the Seed Shareholders, Founder Shares and Ordinary Shareholders pro rata to the amounts which such holders would otherwise have been entitled to receive; and (ii) £X plus £100 (where X is an amount equal to the aggregate amount per share to which the Seed Shareholders would be entitled if the Surplus Assets were distributed among all holders of Equity Shares pro rata to the number of Equity Shares held) to be distributed as to 0.00005% to holders of Ordinary Shares and 0.00005% to holders of Founder Shares pro-rata according to the number of Ordinary Shares and Founder Shares (as applicable) held by them and as to the balance to the holders of the Seed Shares pro rata according to the amounts paid up on the Seed Shares (Including any premium); (c) third (to the extent there are Surplus Assets remaining for distribution after the application of (a) and (b)) in paying to the holders of the Founder Shares and the Ordinary Shares (pari passu as if the same constituted one class of share), any balance of such remaining Surplus Assets pro rata to the number of Founder Shares</p> <p>Redeemable: The Seed Shares are non-redeemable.</p>	

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

Class of share	FOUNDER SHARES	
Prescribed particulars	<p>Voting: The Founder Shares shall confer on each holder of Founder Shares 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>Dividend: Any Available Profits which the Company may determine, with Investor Majority Consent, to distribute in respect of any Financial Year, will be distributed among the holders of the Shares (pari passu as if the Shares constituted one class of share) pro rata to their respective holdings of Shares.</p> <p>Winding-up: On a distribution of assets on a liquidation or a return of capital, the surplus assets shall be applied: (a) first, in paying to the holders of the Deferred Shares: (b) second in paying a sum equal to the higher of: in paying a sum equal to the higher of: (i) £X plus £100 (where X is an amount equal to the aggregate Issue Price of all the Seed Shares in issue at the relevant time) to be distributed as to 0.00005% to the holders of the Founder Shares and 0.00005% to the holders of the Ordinary Shares pro-rata according to the number of Founder Shares and Ordinary Shares (as applicable held by them and as to the balance to the holders of the Seed Shares such that each holder of Seed Shares receives in respect of each Seed Share held the Issue Price of that Seed Share (provided that If there are insufficient surplus assets to pay the amounts per Seed Share equal to the Issue Price, the remaining surplus assets shall be distributed to the Seed Shareholders, Founder Shares and Ordinary Shareholders pro rata to the amounts which such holders would otherwise have been entitled to receive; and (ii) £X plus £100 (where X is an amount equal to the aggregate amount per share to which the Seed Shareholders would be entitled if the Surplus Assets were distributed among all holders of Equity Shares pro rata to the number of Equity Shares held) to be distributed as to 0.00005% to holders of Ordinary Shares and 0.00005% to holders of Founder Shares pro-rata according to the number of Ordinary Shares and Founder Shares (as applicable) held by them and as to the balance to the holders of the Seed Shares pro rata according to the amounts paid up on the Seed Shares (including any premium); (c) third (to the extent there are Surplus Assets remaining for distribution after the application of (a) and (b)) in paying to the holders of the Founder Shares and the Ordinary Shares (pari passu as if the same constituted one class of share), any balance of such remaining Surplus Assets pro rata to the number of Founder Shares</p> <p>Redeemable: The Founder Shares are non-redeemable.</p>	