

SH01

Return of allotment of shares



Companies House



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A13 03/11/2021 #18
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A06 02/10/2021 #147
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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 sub-
scription on formation of the company
for an allotment of a new class of
shares by an unlimited company.

WEDNESDAY
SA

1 Company details

Company number 0 0 0 0 0 8 7 1

Company name in full Gresham House plc

→ **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 1 d 7 m 0 m 9 y 2 y 0 y 2 y 1

To Date d 0 d 1 m 1 m 0 y 2 y 0 y 2 y 1

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
STERLING	ORDINARY	5,054,944	25p	£9.10	£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)

N/A

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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				
STERLING	ORDINARY	38,000,819	9,500,204.75	£0.00
Totals		38,000,819	9,500,204.75	£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
		38,000,819	9,500,204.75	£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

ORDINARY

Prescribed particulars

1

Without restricting or reducing in any way any special rights previously conferred on the holders of any Shares or class of shares for the time being in issue, any Share in the Company may be issued at any time with such preferred, deferred or other special rights, or subject to such restrictions, whether as regards dividend, return of capital, voting or otherwise, as the Company may from time to time by ordinary resolution determine.

Voting: On a show of hands every holder of ordinary shares ("Shareholder") present in person and every proxy present who has been duly appointed by a Shareholder shall have one vote, and on a poll every Shareholder present in person or by proxy shall have one vote for each ordinary share of which he is the holder.

Dividends: All dividends shall be apportioned and paid proportionately to the amounts paid up on the ordinary shares during any portion or portions of the period in respect of which the dividend is paid.

Capital: The Company may capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts (including any share premium account and capital redemption reserve) or to the credit of the profit and loss account (in each case, whether or not such amounts are available for distribution), and appropriate the sum resolved to be capitalised either in or towards paying up any amounts, if any, for the time being unpaid on any shares held by such Shareholders respectively or in paying up in full or part at par unissued shares or debentures or new shares to be allotted as fully paid shares by way of capitalisation to the members or any class of members who would have been entitled to that sum if it were distributed by way of dividend.

Redemption: No shares of the Company are currently redeemable or liable to be redeemed at the option of the Company or the shareholder.

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.

Class of share

Prescribed particulars

1

Class of share

Prescribed particulars

1

6

Signature

I am signing this form on behalf of the company.

Signature

Signature

X



REGISTRAR 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.

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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	ANNE EADES
Company name	NEVILLE REGISTRARS LIMITED
Address	NEVILLE HOUSE
	STEELPARK ROAD
	HALESOWEN, WEST MIDLANDS
Post town	
County/Region	
Postcode	B 6 2 8 H D
Country	
DX	
Telephone	0121 585 1131



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

Shares allotted

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

06/16 Version 6.0

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)

4

Complete the table below to show the issued share capital. Complete a separate table for each currency.

[illegible]

Class of share

Prescribed particulars



Our ref: TF/JP/HP

Gresham House Holdings Limited
5 New Street Square
London
EC4A 3TW

Grant Thornton UK LLP
30 Finsbury Square
London
EC2A 1AG
T +44 (0)20 7383 5100
F +44 (0)20 7184 4301
grantthornton.co.uk

23 September 2021

Independent accountants' report to Gresham House Plc ("GH") for the purposes of section 593(1) of the Companies Act 2006

We report on the value of the consideration for:

1. the proposed allotment of 439,560 ordinary shares in GH to certain members of Mobeus Equity Partners LLP (**Mobeus**) (the **Mobeus Members**), having a nominal value of £0.25 each, to be issued at a premium of £8.85 per share. The shares are to be treated as fully paid up and in total will have a value of approximately £4.0 million (**Retained Consideration**); and
2. the allotment of 2,197,802 ordinary shares in GH to the Mobeus Members, having a nominal value of £0.25 each, to be issued at a premium of £8.85 per share. The shares are to be treated as fully paid up and in total will have a value of approximately £20.0 million (**Vendor Consideration Shares**). In accordance with the Vendor Placing Agreement (**VPA**), we understand the Vendor Consideration Shares will be sold and the resulting cash proceeds of approximately £20.0 million will be received by the Mobeus Members (**Vendor Consideration**).

The Retained Consideration and Vendor Consideration together comprise the initial non-cash consideration for the acquisition by GH of the four Mobeus Venture Capital Trust (VCT) management contracts from Mobeus (Mobeus Income & Growth VCT Plc, Mobeus Income & Growth 2 VCT Plc, Mobeus Income & Growth 4 VCT Plc and The Income & Growth VCT Plc) and the transfer of 14 Mobeus employees, 2 partners and 3 consultants to GH (**Consideration**), in accordance with the business transfer agreement (**Agreement**) entered into between GH and Mobeus on 10 September 2021.

Basis of opinion

The Consideration has been valued by Grant Thornton UK LLP on 10 September 2021 using the income and market approach to valuation and in our opinion it is reasonable to accept such a valuation.

Opinion

In our opinion, the methods of valuation of the Consideration are reasonable in all the circumstances. There appears to have been no material change in the value of the Consideration since the valuation was made. On the basis of the valuation, in our opinion, the value of the proportion of the Consideration attributable to the ordinary shares to be allotted as Retained Consideration and Vendor Consideration is not less than £24.0 million (being the total amount to be treated as paid up on the shares allotted together with the share premium).

This report is provided solely for the purposes of section 593(1) of the Companies Act 2006.

Grant Thornton UK LLP

GRANT THORNTON UK LLP
REGISTERED AUDITORS, CHARTERED ACCOUNTANTS
LONDON
23 September 2021