

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**
You cannot use this form
notice of shares taken by
on formation of the company
for an allotment of a new
shares by an unlimited company

MONDAY



A45PB2Q8
A18 20/04/2015 #75
COMPANIES HOUSE

1 Company details

Company number 03792408

Company name in full DESIGN BLUE 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 ¹

From Date 01/04/2015
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

Class of shares (E.g. Ordinary/Preference etc.)	Currency ²	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
A SHARES		9316	£0 01	£27 03	0
F SHARES		13,239	£0 01	£95 15	0

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)



26/4/15 1.3

ESB PES

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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 ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
PLEASE SEE CONT PAGE				£
				£
				£
				£
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 ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

6 Statement of capital (Totals)

Please give the total number of shares and total aggregate nominal value of issued share capital		④ Total aggregate nominal value Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.
Total number of shares	154,148	
Total aggregate nominal value ④	£1541 48	

① Including both the nominal value and any share premium

③ E.g. Number of shares issued multiplied by nominal value of each share

② Total number of issued shares in this class

Continuation Pages
Please use a Statement of Capital continuation page if necessary

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

[illegible]

Totals	154,148	£1541 48
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② Total number of issued shares in this class

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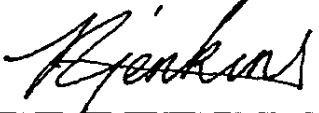
7

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> <p>a particulars of any voting rights, including rights that arise only in certain circumstances;</p> <p>b particulars of any rights, as respects dividends, to participate in a distribution;</p> <p>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</p> <p>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> <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	A, B, C, D, F and Z SHARES	
Prescribed particulars 1	(PLEASE SEE CONTINUATION PAGES)	
Class of share		
Prescribed particulars 1		
Class of share		
Prescribed particulars 1		

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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 detail/s 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 <input type="checkbox"/> Secretary <input type="checkbox"/> Person authorised <input type="checkbox"/> Administrator <input type="checkbox"/> Administrative receiver <input type="checkbox"/> Receiver <input type="checkbox"/> Receiver manager <input type="checkbox"/> CIL manager <input type="checkbox"/></p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	A SHARES	
Prescribed particulars	<p>1 Particulars of Rights on a Distribution of Assets</p> <p>On a distribution of assets on a Liquidation the Surplus Assets shall be applied (to the extent that the Company is lawfully permitted to do so) as follows</p> <p>(a) first, in paying to each of the F Shareholders pro rata and in priority to any other classes of Shares, an amount equal to the aggregate Issue Price paid for the F Shares (provided that if there are insufficient surplus assets to pay the amounts per share equal to the aggregate Issue Price paid for the F Shares, the remaining surplus assets shall be distributed to the F Shareholders pro rata to their respective holdings of F Shares),</p> <p>(b) second subject to paragraph (c), by distributing any remaining surplus assets to all the Shareholders (apart from the E Shareholders, the Z Shareholders and the holders of Deferred Shares) pro rata in relation to the number of such Shares held, and</p> <p>(c) in the event that pursuant to a distribution under paragraph (b) above the C Shareholders and D Shareholders would not receive a sum equal to the aggregate Issue Price paid for the C Shares and D Shares, then any surplus assets after the distribution to the F Shareholders under Article 3 1(a) shall be applied</p> <p>(i) firstly, in paying to each of the C Shareholders and D Shareholders, in priority to any other classes of Shares, an amount equal to the aggregate Issue Price paid for the C Shares and D Shares (provided that, if there are insufficient remaining surplus assets to pay such an amount, the remaining surplus assets shall be distributed to the C Shareholders and D Shareholders pro rata to their respective holdings of C Shares and D Shares)</p> <p>(ii) secondly, in paying the holders of B Shares the paid up amount (including any premium paid thereon) on each B Share (provided that, if there are insufficient remaining surplus assets to pay such an amount, the remaining surplus assets shall be distributed to the B Shareholders pro rata to their respective holdings of B Shares), and</p> <p>(iii) thirdly, the balance of any surplus assets (if any) shall be distributed amongst the A Shareholders pro rata to the number of such Shares held,</p> <p>except that when the Exit Value is equal to or greater than the First Threshold or the Second Threshold or greater than the Third Threshold (as applicable) each of the Z Shareholders shall first be paid an amount equal to the Z Share Return per Z Share</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	A SHARES (CONT)	
Prescribed particulars	<p>All sums to be paid to the D Shareholders pursuant to Article 3 1(b) or (c) (whichever applicable) shall be the maximum amount due and payable by the Company to the D Shareholders pursuant to such liquidation or return of capital and shall be allocated and paid to the D Shareholders (and the Company shall be under no further obligation or liability to the D Shareholders or E Shareholders under this Article 3 2), although subject to the following which shall be the sole responsibility and liability of the D Shareholders and E Shareholders to administer</p> <p>3 2 1 where IRR at the date of a liquidation or return of capital, the Exit or IPO is less than 20 per cent before taking into account the effect of this Article 3 2, the E shareholders shall be entitled to receive from the D Shareholders out of the Proceeds an amount equal to 10 per cent of the Profit and the D Shareholders shall be entitled to receive the balance of the Proceeds,</p> <p>3 2 2 where IRR at the date of a liquidation or return of capital, the Exit or IPO is more than 20 per cent before taking into account the effect of this Article 3 2, but is less than 20 per cent after taking into account the effect of this Article 3 2, the E Shareholders shall be entitled to receive from the D Shareholders out of the Proceeds an amount equal to X Per Cent of the Profit and the D Shareholders shall be entitled to receive the balance of the Proceeds</p> <p>3 2 3 where IRR at the date of a liquidation or return of capital, the Exit or IPO is more than 20 per cent after taking into account the effect of this Article 3 2, the E Shareholders shall be entitled to receive from the D Shareholders out of the Proceeds an amount equal to 20 per cent of the Profit and the D Shareholders shall be entitled to receive the balance of the Proceeds</p> <p>2 Particulars of Voting Rights</p> <p>Each A, B, C, D, F and Z Shareholder has the right to attend and vote at general meetings The E Shareholders have no right to attend and vote at general meetings</p> <p>3 Particulars of Dividend Rights</p> <p>Each A, B, C, D, E and F Shareholder is entitled to share in any dividends declared and paid according to the amounts paid up on their respective shares The Z Shares have no right to receive any dividend</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	B SHARES	
Prescribed particulars	<p>1 Particulars of Rights on a Distribution of Assets</p> <p>On a distribution of assets on a Liquidation the Surplus Assets shall be applied (to the extent that the Company is lawfully permitted to do so) as follows</p> <p>(a) first, in paying to each of the F Shareholders pro rata and in priority to any other classes of Shares an amount equal to the aggregate Issue Price paid for the F Shares (provided that if there are insufficient surplus assets to pay the amounts per share equal to the aggregate Issue Price paid for the F Shares, the remaining surplus assets shall be distributed to the F Shareholders pro rata to their respective holdings of F Shares),</p> <p>(b) second, subject to paragraph (c), by distributing any remaining surplus assets to all the Shareholders (apart from the E Shareholders, the Z Shareholders and the holders of Deferred Shares) pro rata in relation to the number of such Shares held, and</p> <p>(c) in the event that pursuant to a distribution under paragraph (b) above the C Shareholders and D Shareholders would not receive a sum equal to the aggregate Issue Price paid for the C Shares and D Shares, then any surplus assets after the distribution to the F Shareholders under Article 3 1(a) shall be applied</p> <p>(i) firstly, in paying to each of the C Shareholders and D Shareholders, in priority to any other classes of Shares, an amount equal to the aggregate Issue Price paid for the C Shares and D Shares (provided that, if there are insufficient remaining surplus assets to pay such an amount, the remaining surplus assets shall be distributed to the C Shareholders and D Shareholders pro rata to their respective holdings of C Shares and D Shares),</p> <p>(ii) secondly, in paying the holders of B Shares the paid up amount (including any premium paid thereon) on each B Share (provided that, if there are insufficient remaining surplus assets to pay such an amount, the remaining surplus assets shall be distributed to the B Shareholders pro rata to their respective holdings of B Shares), and</p> <p>(iii) thirdly, the balance of any surplus assets (if any) shall be distributed amongst the A Shareholders pro rata to the number of such Shares held,</p> <p>except that when the Exit Value is equal to or greater than the First Threshold or the Second Threshold or greater than the Third Threshold (as applicable) each of the Z Shareholders shall first be paid an amount equal to the Z Share Return per Z Share</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	B SHARES (CONT)	
Prescribed particulars	<p>All sums to be paid to the D Shareholders pursuant to Article 3 1(b) or (c) (whichever applicable) shall be the maximum amount due and payable by the Company to the D Shareholders pursuant to such liquidation or return of capital and shall be allocated and paid to the D Shareholders (and the Company shall be under no further obligation or liability to the D Shareholders or E Shareholders under this Article 3 2), although subject to the following which shall be the sole responsibility and liability of the D Shareholders and E Shareholders to administer</p> <p>3 2 1 where IRR at the date of a liquidation or return of capital, the Exit or IPO is less than 20 per cent before taking into account the effect of this Article 3 2, the E shareholders shall be entitled to receive from the D Shareholders out of the Proceeds an amount equal to 10 per cent of the Profit and the D Shareholders shall be entitled to receive the balance of the Proceeds,</p> <p>3 2 2 where IRR at the date of a liquidation or return of capital, the Exit or IPO is more than 20 per cent before taking into account the effect of this Article 3 2, but is less than 20 per cent after taking into account the effect of this Article 3 2, the E Shareholders shall be entitled to receive from the D Shareholders out of the Proceeds an amount equal to X Per Cent of the Profit and the D Shareholders shall be entitled to receive the balance of the Proceeds,</p> <p>3 2 3 where IRR at the date of a liquidation or return of capital, the Exit or IPO is more than 20 per cent after taking into account the effect of this Article 3 2, the E Shareholders shall be entitled to receive from the D Shareholders out of the Proceeds an amount equal to 20 per cent of the Profit and the D Shareholders shall be entitled to receive the balance of the Proceeds</p> <p>2 Particulars of Voting Rights</p> <p>Each A, B, C, D, F and Z Shareholder has the right to attend and vote at general meetings The E Shareholders have no right to attend and vote at general meetings</p> <p>3 Particulars of Dividend Rights</p> <p>Each A, B, C D, E and F Shareholder is entitled to share in any dividends declared and paid according to the amounts paid up on their respective shares The Z Shares have no right to receive any dividend</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	C SHARES	
Prescribed particulars	<p>1 Particulars of Rights on a Distribution of Assets</p> <p>On a distribution of assets on a Liquidation the Surplus Assets shall be applied (to the extent that the Company is lawfully permitted to do so) as follows</p> <p>(a) first, in paying to each of the F Shareholders pro rata and in priority to any other classes of Shares, an amount equal to the aggregate Issue Price paid for the F Shares (provided that if there are insufficient surplus assets to pay the amounts per share equal to the aggregate Issue Price paid for the F Shares, the remaining surplus assets shall be distributed to the F Shareholders pro rata to their respective holdings of F Shares),</p> <p>(b) second, subject to paragraph (c), by distributing any remaining surplus assets to all the Shareholders (apart from the E Shareholders, the Z Shareholders and the holders of Deferred Shares) pro rata in relation to the number of such Shares held, and</p> <p>(c) in the event that pursuant to a distribution under paragraph (b) above the C Shareholders and D Shareholders would not receive a sum equal to the aggregate Issue Price paid for the C Shares and D Shares, then any surplus assets after the distribution to the F Shareholders under Article 3 1(a) shall be applied</p> <p>(i) firstly, in paying to each of the C Shareholders and D Shareholders, in priority to any other classes of Shares an amount equal to the aggregate Issue Price paid for the C Shares and D Shares (provided that if there are insufficient remaining surplus assets to pay such an amount, the remaining surplus assets shall be distributed to the C Shareholders and D Shareholders pro rata to their respective holdings of C Shares and D Shares),</p> <p>(ii) secondly, in paying the holders of B Shares the paid up amount (including any premium paid thereon) on each B Share (provided that, if there are insufficient remaining surplus assets to pay such an amount, the remaining surplus assets shall be distributed to the B Shareholders pro rata to their respective holdings of B Shares), and</p> <p>(iii) thirdly, the balance of any surplus assets (if any) shall be distributed amongst the A Shareholders pro rata to the number of such Shares held,</p> <p>except that when the Exit Value is equal to or greater than the First Threshold or the Second Threshold or greater than the Third Threshold (as applicable) each of the Z Shareholders shall first be paid an amount equal to the Z Share Return per Z Share</p>	

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Class of share	C SHARES (CONT)
Prescribed particulars	<p>All sums to be paid to the D Shareholders pursuant to Article 3 1(b) or (c) (whichever applicable) shall be the maximum amount due and payable by the Company to the D Shareholders pursuant to such liquidation or return of capital and shall be allocated and paid to the D Shareholders (and the Company shall be under no further obligation or liability to the D Shareholders or E Shareholders under this Article 3 2), although subject to the following which shall be the sole responsibility and liability of the D Shareholders and E Shareholders to administer</p> <p>3 2 1 where IRR at the date of a liquidation or return of capital, the E>it or IPO is less than 20 per cent before taking into account the effect of this Article 3 2, the E shareholders shall be entitled to receive from the D Shareholders out of the Proceeds an amount equal to 10 per cent of the Profit and the D Shareholders shall be entitled to receive the balance of the Proceeds,</p> <p>3 2 2 where IRR at the date of a liquidation or return of capital, the Ext or IPO is more than 20 per cent before taking into account the effect of this Article 3 2, but is less than 20 per cent after taking into account the effect of this Article 3 2, the E Shareholders shall be entitled to receive from the D Shareholders out of the Proceeds an amount equal to X Per Cent of the Profit and the D Shareholders shall be entitled to receive the balance of the Proceeds,</p> <p>3 2 3 where IRR at the date of a liquidation or return of capital, the Ext or IPO is more than 20 per cent after taking into account the effect of this Article 3 2, the E Shareholders shall be entitled to receive from the D Shareholders out of the Proceeds an amount equal to 20 per cent of the Profit and the D Shareholders shall be entitled to receive the balance of the Proceeds</p> <p>2 Particulars of Voting Rights</p> <p>Each A, B, C, D, F and Z Shareholder has the right to attend and vote at general meetings The E Shareholders have no right to attend and vote at general meetings</p> <p>3 Particulars of Dividend Rights</p> <p>Each A, B, C, D, E and F Shareholder is entitled to share in any dividends declared and paid according to the amounts paid up on their respective shares The Z Shares have no right to receive any dividend</p>

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Class of share	D SHARES	
Prescribed particulars	<p>1 Particulars of Rights on a Distribution of Assets</p> <p>On a distribution of assets on a Liquidation the Surplus Assets shall be applied (to the extent that the Company is lawfully permitted to do so) as follows</p> <p>(a) first, in paying to each of the F Shareholders pro rata and in priority to any other classes of Shares, an amount equal to the aggregate Issue Price paid for the F Shares (provided that if there are insufficient surplus assets to pay the amounts per share equal to the aggregate Issue Price paid for the F Shares, the remaining surplus assets shall be distributed to the F Shareholders pro rata to their respective holdings of F Shares),</p> <p>(b) second, subject to paragraph (c), by distributing any remaining surplus assets to all the Shareholders (apart from the E Shareholders, the Z Shareholders and the holders of Deferred Shares) pro rata in relation to the number of such Shares held, and</p> <p>(c) in the event that pursuant to a distribution under paragraph (b) above the C Shareholders and D Shareholders would not receive a sum equal to the aggregate Issue Price paid for the C Shares and D Shares, then any surplus assets after the distribution to the F Shareholders under Article 3 1(a) shall be applied</p> <p>(i) firstly, in paying to each of the C Shareholders and D Shareholders, in priority to any other classes of Shares, an amount equal to the aggregate Issue Price paid for the C Shares and D Shares (provided that, if there are insufficient remaining surplus assets to pay such an amount, the remaining surplus assets shall be distributed to the C Shareholders and D Shareholders pro rata to their respective holdings of C Shares and D Shares),</p> <p>(ii) secondly, in paying the holders of B Shares the paid up amount (including any premium paid thereon) on each B Share (provided that, if there are insufficient remaining surplus assets to pay such an amount, the remaining surplus assets shall be distributed to the B Shareholders pro rata to their respective holdings of B Shares), and</p> <p>(iii) thirdly the balance of any surplus assets (if any) shall be distributed amongst the A Shareholders pro rata to the number of such Shares held,</p> <p>except that when the Exit Value is equal to or greater than the First Threshold or the Second Threshold or greater than the Third Threshold (as applicable) each of the Z Shareholders shall first be paid an amount equal to the Z Share Return per Z Share</p>	

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Class of share	D SHARES (CONT)	
Prescribed particulars	<p>All sums to be paid to the D Shareholders pursuant to Article 3 1(b) or (c) (whichever applicable) shall be the maximum amount due and payable by the Company to the D Shareholders pursuant to such liquidation or return of capital and shall be allocated and paid to the D Shareholders (and the Company shall be under no further obligation or liability to the D Shareholders or E Shareholders under this Article 3 2), although subject to the following which shall be the sole responsibility and liability of the D Shareholders and E Shareholders to administer</p> <p>3 2 1 where IRR at the date of a liquidation or return of capital, the Exit or IPO is less than 20 per cent before taking into account the effect of this Article 3 2, the E shareholders shall be entitled to receive from the D Shareholders out of the Proceeds an amount equal to 10 per cent of the Profit and the D Shareholders shall be entitled to receive the balance of the Proceeds,</p> <p>3 2 2 where IRR at the date of a liquidation or return of capital, the Exit or IPO is more than 20 per cent before taking into account the effect of this Article 3 2, but is less than 20 per cent after taking into account the effect of this Article 3 2, the E Shareholders shall be entitled to receive from the D Shareholders out of the Proceeds an amount equal to X Per Cent of the Profit and the D Shareholders shall be entitled to receive the balance of the Proceeds,</p> <p>3 2 3 where IRR at the date of a liquidation or return of capital, the Exit or IPO is more than 20 per cent after taking into account the effect of this Article 3 2, the E Shareholders shall be entitled to receive from the D Shareholders out of the Proceeds an amount equal to 20 per cent of the Profit and the D Shareholders shall be entitled to receive the balance of the Proceeds</p> <p>2 Particulars of Voting Rights</p> <p>Each A, B, C, D, F and Z Shareholder has the right to attend and vote at general meetings The E Shareholders have no right to attend and vote at general meetings</p> <p>3 Particulars of Dividend Rights</p> <p>Each A, B, C, D, E and F Shareholder is entitled to share in any dividends declared and paid according to the amounts paid up on their respective shares The Z Shares have no right to receive any dividend</p>	

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Class of share	F SHARES	
Prescribed particulars	<p>1 Particulars of Rights on a Distribution of Assets</p> <p>On a distribution of assets on a Liquidation the Surplus Assets shall be applied (to the extent that the Company is lawfully permitted to do so) as follows</p> <p>(a) first, in paying to each of the F Shareholders pro rata and in priority to any other classes of Shares, an amount equal to the aggregate Issue Price paid for the F Shares (provided that if there are insufficient surplus assets to pay the amounts per share equal to the aggregate Issue Price paid for the F Shares, the remaining surplus assets shall be distributed to the F Shareholders pro rata to their respective holdings of F Shares),</p> <p>(b) second, subject to paragraph (c), by distributing any remaining surplus assets to all the Shareholders (apart from the E Shareholders, the Z Shareholders and the holders of Deferred Shares) pro rata in relation to the number of such Shares held, and</p> <p>(c) in the event that pursuant to a distribution under paragraph (b) above the C Shareholders and D Shareholders would not receive a sum equal to the aggregate Issue Price paid for the C Shares and D Shares, then any surplus assets after the distribution to the F Shareholders under Article 3 1(a) shall be applied</p> <p>(i) firstly, in paying to each of the C Shareholders and D Shareholders, in priority to any other classes of Shares, an amount equal to the aggregate Issue Price paid for the C Shares and D Shares (provided that, if there are insufficient remaining surplus assets to pay such an amount, the remaining surplus assets shall be distributed to the C Shareholders and D Shareholders pro rata to their respective holdings of C Shares and D Shares),</p> <p>(ii) secondly, in paying the holders of B Shares the paid up amount (including any premium paid thereon) on each B Share (provided that, if there are insufficient remaining surplus assets to pay such an amount, the remaining surplus assets shall be distributed to the B Shareholders pro rata to their respective holdings of B Shares), and</p> <p>(iii) thirdly, the balance of any surplus assets (if any) shall be distributed amongst the A Shareholders pro rata to the number of such Shares held,</p> <p>except that when the Exit Value is equal to or greater than the First Threshold or the Second Threshold or greater than the Third Threshold (as applicable) each of the Z Shareholders shall first be paid an amount equal to the Z Share Return per Z Share</p>	

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Class of share	F SHARES (CONT)	
Prescribed particulars	<p>All sums to be paid to the D Shareholders pursuant to Article 3 1(b) or (c) (whichever applicable) shall be the maximum amount due and payable by the Company to the D Shareholders pursuant to such liquidation or return of capital and shall be allocated and paid to the D Shareholders (and the Company shall be under no further obligation or liability to the D Shareholders or E Shareholders under this Article 3.2), although subject to the following which shall be the sole responsibility and liability of the D Shareholders and E Shareholders to administer</p> <p>3 2 1 where IRR at the date of a liquidation or return of capital, the Exit or IPO is less than 20 per cent before taking into account the effect of this Article 3 2, the E shareholders shall be entitled to receive from the D Shareholders out of the Proceeds an amount equal to 10 per cent of the Profit and the D Shareholders shall be entitled to receive the balance of the Proceeds,</p> <p>3 2 2 where IRR at the date of a liquidation or return of capital, the Exit or IPO is more than 20 per cent before taking into account the effect of this Article 3 2, but is less than 20 per cent after taking into account the effect of this Article 3 2, the E Shareholders shall be entitled to receive from the D Shareholders out of the Proceeds an amount equal to X Per Cent of the Profit and the D Shareholders shall be entitled to receive the balance of the Proceeds,</p> <p>3 2 3 where IRR at the date of a liquidation or return of capital, the Exit or IPO is more than 20 per cent after taking into account the effect of this Article 3 2, the E Shareholders shall be entitled to receive from the D Shareholders out of the Proceeds an amount equal to 20 per cent of the Profit and the D Shareholders shall be entitled to receive the balance of the Proceeds</p> <p>2 Particulars of Voting Rights</p> <p>Each A, B, C, D, F and Z Shareholder has the right to attend and vote at general meetings The E Shareholders have no right to attend and vote at general meetings</p> <p>3 Particulars of Dividend Rights</p> <p>Each A, B, C, D, E and F Shareholder is entitled to share in any dividends declared and paid according to the amounts paid up on their respective shares The Z Shares have no right to receive any dividend</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	Z SHARES	
Prescribed particulars	<p>1 Particulars of Rights on a Distribution of Assets</p> <p>On a distribution of assets on a Liquidation the Surplus Assets shall be applied (to the extent that the Company is lawfully permitted to do so) as follows</p> <p>(a) first, in paying to each of the F Shareholders pro rata and in priority to any other classes of Shares, an amount equal to the aggregate Issue Price paid for the F Shares (provided that if there are insufficient surplus assets to pay the amounts per share equal to the aggregate Issue Price paid for the F Shares, the remaining surplus assets shall be distributed to the F Shareholders pro rata to their respective holdings of F Shares),</p> <p>(b) second, subject to paragraph (c), by distributing any remaining surplus assets to all the Shareholders (apart from the E Shareholders, the Z Shareholders and the holders of Deferred Shares) pro rata in relation to the number of such Shares held, and</p> <p>(c) in the event that pursuant to a distribution under paragraph (b) above the C Shareholders and D Shareholders would not receive a sum equal to the aggregate Issue Price paid for the C Shares and D Shares, then any surplus assets after the distribution to the F Shareholders under Article 3 1(a) shall be applied</p> <p>(i) firstly, in paying to each of the C Shareholders and D Shareholders, in priority to any other classes of Shares, an amount equal to the aggregate Issue Price paid for the C Shares and D Shares (provided that, if there are insufficient remaining surplus assets to pay such an amount, the remaining surplus assets shall be distributed to the C Shareholders and D Shareholders pro rata to their respective holdings of C Shares and D Shares),</p> <p>(ii) secondly, in paying the holders of B Shares the paid up amount (including any premium paid thereon) on each B Share (provided that, if there are insufficient remaining surplus assets to pay such an amount, the remaining surplus assets shall be distributed to the B Shareholders pro rata to their respective holdings of B Shares), and</p> <p>(iii) thirdly, the balance of any surplus assets (if any) shall be distributed amongst the A Shareholders pro rata to the number of such Shares held,</p> <p>except that when the Exit Value is equal to or greater than the First Threshold or the Second Threshold or greater than the Third Threshold (as applicable) each of the Z Shareholders shall first be paid an amount equal to the Z Share Return per Z Share</p>	

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Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	Z SHARES (CONT)	
Prescribed particulars	<p>All sums to be paid to the D Shareholders pursuant to Article 3 1(b) or (c) (whichever applicable) shall be the maximum amount due and payable by the Company to the D Shareholders pursuant to such liquidation or return of capital and shall be allocated and paid to the D Shareholders (and the Company shall be under no further obligation or liability to the D Shareholders or E Shareholders under this Article 3 2), although subject to the following which shall be the sole responsibility and liability of the D Shareholders and E Shareholders to administer</p> <p>3 2 1 where IRR at the date of a liquidation or return of capital, the Exit or IPO is less than 20 per cent before taking into account the effect of this Article 3 2, the E shareholders shall be entitled to receive from the D Shareholders out of the Proceeds an amount equal to 10 per cent of the Profit and the D Shareholders shall be entitled to receive the balance of the Proceeds,</p> <p>3 2 2 where IRR at the date of a liquidation or return of capital, the Exit or IPO is more than 20 per cent before taking into account the effect of this Article 3 2, but is less than 20 per cent after taking into account the effect of this Article 3 2, the E Shareholders shall be entitled to receive from the D Shareholders out of the Proceeds an amount equal to X Per Cent of the Profit and the D Shareholders shall be entitled to receive the balance of the Proceeds,</p> <p>3 2 3 where IRR at the date of a liquidation or return of capital, the Exit or IPO is more than 20 per cent after taking into account the effect of this Article 3 2, the E Shareholders shall be entitled to receive from the D Shareholders out of the Proceeds an amount equal to 20 per cent of the Profit and the D Shareholders shall be entitled to receive the balance of the Proceeds</p> <p>2 Particulars of Voting Rights Each A, B, C, D, F and Z Shareholder has the right to attend and vote at general meetings The E Shareholders have no right to attend and vote at general meetings</p> <p>3 Particulars of Dividend Rights Each A, B, C, D, E and F Shareholder is entitled to share in any dividends declared and paid according to the amounts paid up on their respective shares The Z Shares have no right to receive any dividend</p>	

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 **SAYA SHARMA**

Company name **DLA PIPER UK LLP**

Address **3 NOBLE STREET**

Post town **LONDON**

County/Region

Postcode **E C 2 V 7 E E**

Country **UNITED KINGDOM**

DX

Telephone **02071537546**



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



Companies House

COMPANY NAME: DESIGN BLUE LIMITED
COMPANY NUMBER: 03792408

A second filing SH01 was registered on 30/06/15.