SH01

Return of allotment of shares





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 f
You cannot use this form a
notice of shares taken by a
on formation of the comp
for an allotment of a new
shares by an unlimited co



11/08/2017 COMPANIES HOUSE

#280

1	Company details	•		·		
Company number	0 4 4 5 1 6 7	4		→ Filling in thi Please comp	ete in typescript or in	
Company name in full	WARWICK AUDIO TECHNOLOGIES LIMITED			bold black ca		
					All fields are mandatory unless specified or indicated by *	
2	Allotment dates •		. <u></u>	-		
rom Date	$\begin{bmatrix} d & 0 & d & d & 0 \end{bmatrix}$ $\begin{bmatrix} d & d & d & d \end{bmatrix}$ $\begin{bmatrix} d & d & d & d \end{bmatrix}$ $\begin{bmatrix} d & d & d & d & d \end{bmatrix}$	2 y 0 y 1 y 7		• Allotment d		
o Date	$ \begin{array}{c ccccccccccccccccccccccccccccccccccc$			same day ent 'from date' b allotted over	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	
	Shares allotted			date boxes.		
				·		
	Please give details of the shares a (Please use a continuation page if		s shares.	Ocurrency If currency de completed w is in pound st	e will assume currenc	
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) or each share	
GBP (£)	D ORDINARY	246,893,121	0.0001	0.006035	. NIL	
	D ORDINARY	82,850,041	0.0001	0.004828	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.						
f a PLC, please attach aluation report (if ppropriate)					·	
Int Marrares				•		
				•		

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*	Statement of capital				
	Complete the table(s) below to show the iss	ued share capital at th	e date to which this retur	n 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	Class of shares	Number of shares	Aggregate nominal value (£, €, \$, etc)	Total aggregate amount	
Complete a separate table for each currency	E.g. Ordinary/Preference etc.		Number of shares issued multiplied by nominal value	unpaid, if any (£, €, \$, et Including both the nominal	
Currency table A		·	initial value	value and any share premiu	
GBP (£)	ORDINARY	749,815,286	74,981.5286		
	C ORDINARY	244,443,343	244,443.3430		
1	D ORDINARY	329,743,162	32,974.3162		
	, Totals	1,324,001,791	352,399.1878	NIL	
Currency table B	· · · · · · · · · · · · · · · · · · ·	<u>`-</u>			
	Totals			7 The No. of the Control of the Cont	
Currency table C					
	,				
3	Totals			•	
		Total number	Total aggregate nominal value •	Total aggregate amount unpaid •	
	Totals (including continuation	of shares	- Hommar varac -	anioant anpara -	

[•] Please list total aggregate values in different currencies separately. For example: £100 + \$100 etc.

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	shares) Please give the prescribed particulars of rights attached to shares for each	• Prescribed particulars of rights	
1	class of share shown in the share capital tables in Section 4.	attached to shares	
Class of share	ORDINARY	The particulars are: a particulars of any voting rights,	
Prescribed particulars	See Continuation Sheets	including rights that arise only ir certain circumstances; b particulars of any rights, as	
		respects dividends, to participate in a distribution;	
3		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.	
Class of share	C ORDINARY	A separate table must be used for each class of share.	
Prescribed particulars	See Continuation Sheets	Continuation page Please use a Statement of Capital continuation page if necessary.	
		,	
•		, I	
•			
Class of share	D ORDINARY	,	
Prescribed particulars	See Continuation Sheets		
		·	
	·		
		,	
6	Signature		
	I am signing this form on behalf of the company.	⊘ Societas Europaea	
 Signature	Signature	If the form is being filed on behalf of a Societas Europaea (SE) please	
	X DIRECTOR X FOR BRODIES SECRETARIAL SERVICES LTD	delete 'director' and insert details of which organ of the SE the person signing has membership.	
	This form may be signed by: Director ②, Secretary, Person authorised ③, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.	• Person authorised Under either section 270 or 274 of the Companies Act 2006.	

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	CZJ.WAR211.7 (doc. 38094182)			
Company name	BRODIES LLP			
Address	15 ATHOLL CRESCENT			
	,			
Post town	EDINBURGH			
County/Region				
Postcode	E H 3 8 H A			
Country				
DX	ED 10, EDINBURGH - 1			
Telephone	013 <u>1</u> 22 <u>8</u> 3777			

✓ 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

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

Class of share

ORDINARY

Prescribed particulars

4.1 As regards capital:

For the purpose of Article 4:

"Disposal" means a sale or other disposal whether by one transaction or a series of related transactions of the whole or a substantial part of the undertaking of the Company or any other Group Undertaking (other than to a Group Undertaking which is the Company or a wholly-owned subsidiary of the Company) in circumstances where the proceeds of such sale or disposal are subsequently distributed to shareholders (in whole or part);

"Exit" means a Sale or a Disposal whichever shall first occur; "Proceeds" means:

- (a) in the case of a Sale, the aggregate consideration expressed as a cash price (whether that consideration is to be satisfied in cash, shares, loan stock, or a combination thereof or otherwise, any non-cash consideration being valued by the Auditors) paid pursuant to an agreement or an Offer; and
- (b) in the case of a Disposal, an amount equal to the total amount available for payment to holders of Shares as a result of the Disposal by way of dividend, dividend on liquidation or consideration payable in respect of Shares purchased by the Company inclusive of any associated tax credit.
- 4.2 The Members shall do or procure the doing of all necessary acts to ensure that, in the event of an Exit the Proceeds, or on a return of assets on liquidation or otherwise, the surplus assets of the Company remaining after payment of its liabilities (to the extent there is any such surplus), shall, subject to Article 4.3, be distributed in the following order of priority:
- 4.2.1 in distributing the Relevant Amount amongst all shareholders (or, in the case of a Sale, to those who have sold Shares pursuant to such Sale) as if the same constituted one class of share, save that for this purpose 99% of the Relevant Amount shall be distributed to the 'C' Ordinary Shareholders and the 'D' Ordinary Shareholders (or, in the case of a Sale, to those who shall have sold 'C' Ordinary Shares and/or 'D' Ordinary Shares pursuant to such Sale) in an amount, so far as is practicable and permissible in accordance with Article 4.3, pro-rata to the original subscription amount paid for their 'C' Ordinary Shares and/or 'D' Ordinary Shares; and 1% of the Relevant Amount shall be distributed to the Ordinary Shareholders (or, in the case of a Sale, to those who shall have sold Ordinary Shares pursuant to such Sale) in an amount, so far as is practicable and permissible in accordance with Article 4.3, pro-rata to the original subscription amount paid for their Ordinary Shares; and
- 4.2.2 subject thereto, the balance of such Proceeds or assets shall belong to and be distributed amongst the Ordinary Shareholders, the 'C' Ordinary Shareholders and the 'D' Ordinary Shareholders (or, in the case of a Sale, amongst those who shall have sold Ordinary Shares 'C' Ordinary Shares or 'D' Ordinary Shares pursuant to such Sale) pari passu as if the same constituted one class of share, to the extent that any distribution to any individual Shareholder complies with Article 4.3.

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

Class of share

ORDINARY

Prescribed particulars

Continuation/...

- 4.3 Enterprise Investment Scheme provisions:
- The limitations in this Article 4.3 shall apply to: 4.3.1
- 4.3.1.1 any shareholder who has notified the Company in writing prior to his subscription for any Share that he wishes to obtain EIS Reliefs in respect of such Share ("EIS Shareholder"); and 4.3.1.2 any shareholder that is a connected person (as determined
- in accordance with the provisions of section 1122 of CTA but excluding siblings) in relation to that EIS Shareholder ("Relevant Connected Persons").
- On a liquidation or other return of capital event (including any 4.3.2 redemption or repurchase of Shares) the aggregate amount payable to any EIS Shareholder and all of his Relevant Connected Persons shall not exceed 30 per cent of the assets of the Company available for distribution amongst the participators (as defined in section 454 of CTA) of the Company at that time.
- On a distribution of any profits of the Company by way of 4.3.3 dividend or otherwise (including on any redemption or repurchase of Shares) no distribution shall be made to any EIS Shareholder and all of his Relevant Connected Persons if, and to the extent that, the aggregate amount that would (but for this Article 4.3.3) be payable to that EIS Shareholder and his Relevant Connected Persons would exceed 30% of the total amount of the profits of the Company available for distribution at that time.
- As regards voting: 4.4
- 4.4.1 The holders of the 'D' Ordinary Shares, the holders of the 'C' Ordinary Shares and the holders of the Ordinary Shares shall be entitled to receive notice of, attend and vote at any general meeting of the Company and on a show of hands shall have one vote each, and on a poll shall have one vote for each 'D' Ordinary Shares. 'C' Ordinary Share or Ordinary Share of which they are the holder PROVIDED ALWAYS THAT at any time the aggregate voting rights exercisable by:
- 4.4.1.1 The Mercia Fund and any other shareholder that is connected (as defined in section 1122 of the Corporation Tax Act 2010) to any or all of The Mercia Fund and The Mercia Fund General Partners shall not exceed 49.99% of the total voting rights in the Company and to the extent that they do, the voting rights attaching to the Shares held by such persons shall be scaled back to 49.99%; 4.4.1.2 any EIS Shareholder and all of his Relevant Connected Persons shall not exceed 30% of the total voting rights in the Company and to the extent that they do, the voting rights attaching to the Shares held by such persons shall be scaled back to 30%,

and, in each case, the voting rights attaching to all other Shares shall be scaled up proportionately so as to ensure that 100% of the total voting rights in the Company are capable of being exercised.

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

Class of share

C ORDINARY

Prescribed particulars

4.1 As regards capital:

For the purpose of Article 4:

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"Exit" means a Sale or a Disposal whichever shall first occur; "Proceeds" means:

- (a) in the case of a Sale, the aggregate consideration expressed as a cash price (whether that consideration is to be satisfied in cash, shares, loan stock, or a combination thereof or otherwise, any non-cash consideration being valued by the Auditors) paid pursuant to an agreement or an Offer; and
- (b) in the case of a Disposal, an amount equal to the total amount available for payment to holders of Shares as a result of the Disposal by way of dividend, dividend on liquidation or consideration payable in respect of Shares purchased by the Company inclusive of any associated tax credit.
- 4.2 The Members shall do or procure the doing of all necessary acts to ensure that, in the event of an Exit the Proceeds, or on a return of assets on liquidation or otherwise, the surplus assets of the Company remaining after payment of its liabilities (to the extent there is any such surplus), shall, subject to Article 4.3, be distributed in the following order of priority:
- 4.2.1 in distributing the Relevant Amount amongst all shareholders (or, in the case of a Sale, to those who have sold Shares pursuant to such Sale) as if the same constituted one class of share, save that for this purpose 99% of the Relevant Amount shall be distributed to the 'C' Ordinary Shareholders and the 'D' Ordinary Shareholders (or, in the case of a Sale, to those who shall have sold 'C' Ordinary Shares and/or 'D' Ordinary Shares pursuant to such Sale) in an amount, so far as is practicable and permissible in accordance with Article 4.3, pro-rata to the original subscription amount paid for their 'C' Ordinary Shares and/or 'D' Ordinary Shares; and 1% of the Relevant Amount shall be distributed to the Ordinary Shareholders (or, in the case of a Sale, to those who shall have sold Ordinary Shares pursuant to such Sale) in an amount, so far as is practicable and permissible in accordance with Article 4.3, pro-rata to the original subscription amount paid for their Ordinary Shares; and
- 4.2.2 subject thereto, the balance of such Proceeds or assets shall belong to and be distributed amongst the Ordinary Shareholders, the 'C' Ordinary Shareholders and the 'D' Ordinary Shareholders (or, in the case of a Sale, amongst those who shall have sold Ordinary Shares 'C' Ordinary Shares or 'D' Ordinary Shares pursuant to such Sale) pari passu as if the same constituted one class of share, to the extent that any distribution to any individual Shareholder complies with Article 4.3.

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Class of share

C ORDINARY

Prescribed particulars

Continuation/...

- 4.3 Enterprise Investment Scheme provisions:
- 4.3.1 The limitations in this Article 4.3 shall apply to:
- 4.3.1.1 any shareholder who has notified the Company in writing prior to his subscription for any Share that he wishes to obtain EIS Reliefs in respect of such Share ("EIS Shareholder"); and 4.3.1.2 any shareholder that is a connected person (as determined in accordance with the provisions of section 1122 of CTA but excluding siblings) in relation to that EIS Shareholder ("Relevant Connected Persons").
- 4.3.2 On a liquidation or other return of capital event (including any redemption or repurchase of Shares) the aggregate amount payable to any EIS Shareholder and all of his Relevant Connected Persons shall not exceed 30 per cent of the assets of the Company available for distribution amongst the participators (as defined in section 454 of CTA) of the Company at that time.
- 4.3.3 On a distribution of any profits of the Company by way of dividend or otherwise (including on any redemption or repurchase of Shares) no distribution shall be made to any EIS Shareholder and all of his Relevant Connected Persons if, and to the extent that, the aggregate amount that would (but for this Article 4.3.3) be payable to that EIS Shareholder and his Relevant Connected Persons would exceed 30% of the total amount of the profits of the Company available for distribution at that time.
- 4.4 As regards voting:
- 4.4.1 The holders of the 'D' Ordinary Shares, the holders of the 'C' Ordinary Shares and the holders of the Ordinary Shares shall be entitled to receive notice of, attend and vote at any general meeting of the Company and on a show of hands shall have one vote each, and on a poll shall have one vote for each 'D' Ordinary Shares, 'C' Ordinary Share or Ordinary Share of which they are the holder PROVIDED ALWAYS THAT at any time the aggregate voting rights exercisable by:
- 4.4.1.1 The Mercia Fund and any other shareholder that is connected (as defined in section 1122 of the Corporation Tax Act 2010) to any or all of The Mercia Fund and The Mercia Fund General Partners shall not exceed 49.99% of the total voting rights in the Company and to the extent that they do, the voting rights attaching to the Shares held by such persons shall be scaled back to 49.99%; 4.4.1.2 any EIS Shareholder and all of his Relevant Connected Persons shall not exceed 30% of the total voting rights in the Company and to the extent that they do, the voting rights attaching to the Shares held by such persons shall be scaled back to 30%,

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

Class of share

D ORDINARY

Prescribed particulars

4.1 As regards capital:

For the purpose of Article 4:

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- in distributing the Relevant Amount amongst all shareholders (or, in the case of a Sale, to those who have sold Shares pursuant to such Sale) as if the same constituted one class of share, save that for this purpose 99% of the Relevant Amount shall be distributed to the 'C' Ordinary Shareholders and the 'D' Ordinary Shareholders (or, in the case of a Sale, to those who shall have sold 'C' Ordinary Shares and/or 'D' Ordinary Shares pursuant to such Sale) in an amount, so far as is practicable and permissible in accordance with Article 4.3, pro-rata to the original subscription amount paid for their 'C' Ordinary Shares and/or 'D' Ordinary Shares; and 1% of the Relevant Amount shall be distributed to the Ordinary Shareholders (or, in the case of a Sale, to those who shall have sold Ordinary Shares pursuant to such Sale) in an amount, so far as is practicable and permissible in accordance with Article 4.3, pro-rata to the original subscription amount paid for their Ordinary Shares; and
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D ORDINARY

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