

# RP04

Second filing of a document previously delivered



Companies House

## ✓ What this form is for

You can only use this form to file a second filing of a document delivered under the Companies Act 2006 on or after 1 October 2009 that held inaccuracies.

A second filing of a document must only be filed where it is providing corrected information that has been properly delivered but inaccuracies still appear on the register.

## ✗ What this form is NOT for

You cannot use this form to file a second filing of a document delivered under the Companies Act 1985 or the Companies (Northern Ireland) Order 1986 regardless of when it was delivered.

A second filing of a document cannot be filed where it is correcting information that was originally not properly delivered. Form RP01 must be used in these circumstances.

WEDNESDAY



A24 \*A8XPIIN5\* 29/01/2020 #29  
COMPANIES HOUSE

## 1 Company details

Company number	0	4	7	5	0	1	3	8
Company name in full	Omniamed Communications Limited							

→ **Filling in this form**  
Please complete in typescript or in bold black capitals.  
All fields are mandatory unless specified or indicated by \*

## 2 Applicable documents

This form **only** applies to the following forms:

- AP01 Appointment of director
- AP02 Appointment of corporate director
- AP03 Appointment of secretary
- AP04 Appointment of corporate secretary
- CH01 Change of director's details
- CH02 Change of corporate director's details
- CH03 Change of secretary's details
- CH04 Change of corporate secretary's details
- TM01 Termination of appointment of director
- TM02 Termination of appointment of secretary
- SH01 Return of allotment of shares
- AR01 Annual Return
- CS01 Confirmation statement (Parts 1-4 only)
- PSC01 Notice of individual person with significant control (PSC)
- PSC02 Notice of relevant legal entity (RLE) with significant control
- PSC03 Notice of other registrable person (ORP) with significant control
- PSC04 Change of details of individual person with significant control (PSC)
- PSC05 Change of details of relevant legal entity (RLE) with significant control
- PSC06 Change of details of other registrable person (ORP) with significant control
- PSC07 Notice of ceasing to be a person with significant control (PSC), relevant legal entity (RLE), or other registrable person (ORP)
- PSC08 Notification of PSC statements
- PSC09 Update to PSC statements

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### 3 Description of the original document

Document type ①

SH01 Return of allotment of shares

#### ① Description of the original document

Please enter the document type (e.g. a Return of allotment of shares—SH01) and any distinguishing information if more than one document of that type was filed on the same day.

Date of registration of the original document

<sup>d</sup> 1 <sup>d</sup> 6    <sup>m</sup> 0 <sup>m</sup> 1    <sup>y</sup> 2 <sup>y</sup> 0 <sup>y</sup> 2 <sup>y</sup> 0

### 4 Section 243 or 790ZF Exemption ②

If you are applying for, or have been granted, exemption under section 243 or 790ZF of the Companies Act 2006 and the document(s) you are updating contain(s) your usual residential address, please post this form along with the updated document(s) to the address below:

The Registrar of Companies, PO BOX 4082, Cardiff, CF14 3WE.

② If you are currently in the process of applying for or have been granted a Section 243 or 790ZF exemption, you may wish to check that you have not entered your usual residential address as the service address in the accompanying form (e.g. AP01 or CH01).

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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

Company name Shoosmiths LLP

Address 2 Colmore Square

38 Colmore Circus Queensway

Post town Birmingham

County/Region

Postcode

B 4 6 S H

Country

UK

DX

Telephone



### Checklist

**We may return 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 can only use this form to file a second filing of a document delivered to the Registrar of Companies under the Companies Act 2006 on or after 1 October 2009 that held inaccuracies.
- ☐ If you are updating a document where you have previously paid a fee, do not send a fee along with this form.
- ☐ You have enclosed the second filed document(s).
- ☐ If the company to which this document relates has signed up to the PROOF (PROtected Online Filing) scheme, you must also deliver with this form, and the second filed document(s), a PR03 form 'Consent for paper filing.'



### 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.

#### **Section 243 or 790ZF exemption**

If you are applying for or have been granted a section 243 or 790ZF exemption, please post this whole form to the different postal address below:

The Registrar of Companies, PO Box 4082,  
Cardiff, CF14 3WE.



### Further information

For further information, please see the guidance notes on the website at [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse) or email [enquiries@companieshouse.gov.uk](mailto: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](http://www.gov.uk/companieshouse)**



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 or for an allotment of a new class of shares by an unlimited company.

For further information, please refer to our guidance at  
www.gov.uk/companieshouse

**1 Company details**

Company number 0 4 7 5 0 1 3 8

Company name in full Omniamed Communications 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<sub>0</sub> d<sub>9</sub> m<sub>0</sub> m<sub>1</sub> y<sub>2</sub> y<sub>0</sub> y<sub>2</sub> y<sub>0</sub>

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 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
GBP	Growth Shares	1,000	0.01	1.50	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)

## 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
<b>Currency table A</b>				
GBP	Ordinary	506,867	£506,867	
	A Ordinary	2,872,245	£2,872,245	
	B Ordinary	6,400,000	£6,400,000	
<b>Totals</b>		9,779,112	£9,779,112	0
<b>Currency table B</b>				
<b>Totals</b>				
<b>Currency table C</b>				
<b>Totals</b>				
<b>Totals (including continuation pages)</b>		Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
		9,780,112	£9,779,122	0

❶ 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	Ordinary
Prescribed particulars ①	Right to receive notice of, attend and vote at general meetings. Right to dividends. Right to a distribution on winding up.
Class of share	A Ordinary
Prescribed particulars ①	Right to receive notice of, attend, speak and vote at general meetings. Right to dividends. Right to a distribution on a winding up. Right to appoint a director. Right to procure a casting vote.
Class of share	B Ordinary
Prescribed particulars ①	No right to receive notice of, attend, speak and vote at general meetings. Ranks behind Ordinary and A Ordinary shares for dividends. Right to a distribution on a winding up.

**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 ②, 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 Shoosmiths LLP

Address 2 Colmore Square

38 Colmore Circus Queensway

Post town Birmingham

County/Region

Postcode B 4 6 S H

Country UK

DX

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](http://www.gov.uk/companieshouse) or email [enquiries@companieshouse.gov.uk](mailto: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](http://www.gov.uk/companieshouse)

## Statement of capital

**Complete a separate table for each currency.**

06/16 Version 6.0

SH01 - continuation page  
Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	GROWTH SHARES OF £0.01 EACH	
Prescribed particulars	<p>No right to receive notice of, attend, speak and vote at general meetings. No right to dividends and no right to a distribution on a winding up, except as set out below (and in the articles of association).</p> <p>1. The Growth Share Amount shall be calculated by taking the following steps:</p> <p>1.1 First, calculate MM. (calculated using the following formula: <math>M = P/(M + N)</math> where P = the Proceeds, M = £23,000,000 and N = the amount in GB sterling of any further advances made for or on behalf of Holdings to a Group Company after the date of the Articles and prior to the date of an Exit. If the MM is lower than Hurdle 1, then the Growth Share Amount shall be nil;</p> <p>1.2 then, calculate the initial growth share amount ("Step 2");</p> <p>1.3 then, calculate the Revised MM;</p> <p>1.4 if MM and Revised MM are in the same Hurdle Band, then the Growth Share Amount shall be equal to the Initial Growth Share Amount. If MM is in a different hurdle band than Revised MM, then the Growth Share Amount shall be equal to the Revised Growth Share Amount. For the avoidance of doubt, if the Revised MM is lower than Hurdle 1, the Growth Share Amount shall be nil.</p> <p>2. The Initial Growth Share Amount shall be calculated as follows:</p> <p>2.1 if MM is equal to or greater than Hurdle 1 but lower than Hurdle 2 then the Initial Growth Share Amount shall be Y1 where:</p> <p><math>Y1 = (\text{Proceeds} \times \text{Hurdle 1 Relevant Percentage}) - TC1</math></p> <p>where:</p> <p><math>TC1 = (\text{Proceeds} \times 0.05) \times \text{Hurdle 1 Relevant Percentage}</math></p> <p>2.2 if MM is equal to or greater than Hurdle 2 but lower than Hurdle 3 then the Initial Growth Share Amount shall be Y2 where:</p> <p><math>Y2 = (\text{Proceeds} \times \text{Hurdle 2 Relevant Percentage}) - TC2</math></p> <p>where:</p> <p><math>TC2 = (\text{Proceeds} \times 0.05) \times \text{Hurdle 2 Relevant Percentage}</math></p> <p>2.3 if MM is equal to greater than Hurdle 3 then the Initial Growth Share Amount shall be Y3 where:</p> <p><math>Y3 = (\text{Proceeds} \times \text{Hurdle 3 Relevant Percentage}) - TC3</math></p> <p>where:</p> <p><math>TC3 = (\text{Proceeds} \times 0.05) \times \text{Hurdle 3 Relevant Percentage}.</math></p> <p>[Please see further continuation page]</p>	

SH01 - continuation page  
Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	GROWTH SHARES OF £0.01 EACH	
Prescribed particulars	<p>3. The Revised Growth Share Amount shall be calculated as follows:</p> <p>3.1 if Revised MM is equal to or greater than Hurdle 1 but lower than Hurdle 2 then the Revised Growth Share Amount shall be Y1 where:</p> $Y1 = (\text{Proceeds} \times \text{Hurdle 1 Relevant Percentage}) - TC1$ <p>where:</p> $TC1 = (\text{Proceeds} \times 0.05) \times \text{Hurdle 1 Relevant Percentage}$ <p>3.2 if Revised MM is equal to or greater than Hurdle 2 but lower than Hurdle 3 then the Revised Growth Share Amount shall be Y2 where:</p> $Y2 = (\text{Proceeds} \times \text{Hurdle 2 Relevant Percentage}) - TC2$ <p>where:</p> $TC2 = (\text{Proceeds} \times 0.05) \times \text{Hurdle 2 Relevant Percentage}$ <p>3.3 if Revised MM is equal to greater than Hurdle 3 then the Revised Growth Share Amount shall be Y3 where:</p> $Y3 = (\text{Proceeds} \times \text{Hurdle 3 Relevant Percentage}) - TC3$ <p>where:</p> $TC3 = (\text{Proceeds} \times 0.05) \times \text{Hurdle 3 Relevant Percentage.}$ <p>and the holders of Growth Shares shall be entitled to participate in any distribution so as to receive an amount equal to the Growth Share Amount.</p> <p>4. If the EBITDA of the Company as shown in the audited accounts of the Company for the financial year preceding the financial year during which an Exit takes place is equal to or exceeds the EBITDA Hurdle then on an Exit (but excluding a purchase of own Shares, or redemption of Shares made in accordance with the provisions of these Articles) the Proceeds less the EBITDA Growth Share Amount shall be applied (to the extent that the Company is lawfully able to do so) to the holders of the Ordinary Shares, the A Ordinary Shares and B Ordinary Shares on a pro rata basis, as if the same constituted one class of share. The EBITDA Growth Share Amount shall be equal to Y4 where:</p> $Y4 = (\text{Proceeds} \times \text{Hurdle 3 Relevant Percentage}) - TC4$ <p>where:</p> $TC4 = (\text{Proceeds} \times 0.05) \times \text{Hurdle 3 Relevant Percentage}$ <p>and the holders of Growth Shares shall be entitled to participate in any distribution so as to receive an amount equal to the EBITDA Growth Share Amount.</p> <p>[Please see further continuation page]</p>	

SH01 - continuation page  
Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	GROWTH SHARES OF £0.01 EACH	
Prescribed particulars	<p>Definitions:</p> <p>"A Ordinary Shares" A ordinary shares of £1 each in the capital of the Company carrying the rights set out in these Articles;</p> <p>"Articles" the Company's articles of association for the time being in force;</p> <p>"Asset Sale" the disposal by any one or more Group Companies of assets (whether together with associated liabilities or otherwise and whether as part of an undertaking or otherwise) which represent 50% or more (by book value) of the consolidated gross tangible assets of the Group at that time;</p> <p>"Controlling Interest" an interest in Equity Shares conferring on the holder or holders the right to exercise more than 50% of the total voting rights normally exercisable at any general meeting of the Company;</p> <p>"EBITDA" the earnings before interest, tax, depreciation and amortisation less exceptionals;</p> <p>"EBITDA Hurdle" means £3,500,000;</p> <p>"Equity Shares" means the Ordinary Shares and the A Ordinary Shares;</p> <p>"Exit" any one of the following events:</p> <p>(a) a Listing;</p> <p>(b) an Asset Sale;</p> <p>(c) a Share Sale;</p> <p>(d) a Winding Up; or</p> <p>(e) any other return of capital to the members;</p> <p>"Group Company" the Company and any subsidiary from time to time of the Company;</p> <p>"Holdings" Omniamed Holding GmbH;</p> <p>"Hurdle 1" 0.543;</p> <p>"Hurdle 1 Relevant Percentage" 3.5%;</p> <p>"Hurdle 2" 0.783;</p> <p>"Hurdle 2 Relevant Percentage" 5%;</p> <p>"Hurdle 3" 1.304;</p> <p>"Hurdle 3 Relevant Percentage" 7.5%;</p> <p>"Hurdle Band" Each of the following shall be a "Hurdle Band":</p> <p>(a) the difference between Hurdle 1 and Hurdle 2; and</p> <p>(b) the difference between Hurdle 2 and Hurdle 3;</p> <p>"Listing" the successful application and admission of all or any of the Shares or shares in the Company's holding company, or securities representing such Shares or shares to:</p> <p>(a) the Official List of the UK Listing Authority and the grant of permission for the same to be traded on the Main Market of the London Stock Exchange plc;</p> <p>(b) trading on the AIM market operated by the London Stock Exchange plc; or</p> <p>(c) any recognised investment exchange (as defined in section 285 of the Financial Services and Markets Act 2000);</p> <p>[please see further continuation page]</p>	

# SH01 - continuation page

## Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	GROWTH SHARES OF £0.01 EACH	
Prescribed particulars	<p>"MM" shall be calculated using the following formula:  <math display="block">MM = P / (M + N)</math> where:  P = the Proceeds  M = £23,000,000  N = the amount in GB sterling of any further advances made for or on behalf of Holdings to a Group Company after the date of these Articles and prior to the date of Exit;  "Ordinary Shares" ordinary shares of £1 each in the capital of the Company carrying the rights set out in these Articles;  "Proceeds" (a) in respect of a Listing, the market value of the Shares (or, as the case may be shares in the capital of the Company's holding company but excluding any new Shares issued upon or in connection with the Listing) determined by reference to the price per share at which such shares are to be offered for sale, placed or otherwise marketed pursuant to the arrangements relating to the Listing, all as determined by the merchant bank (or, if none, the broker) appointed by the directors to advise in connection with the Listing; or  (b) in respect of a Share Sale, the aggregate price paid or payable for the Shares together with the cash value of any other consideration (in cash or otherwise) received or receivable by the holders of the Shares which, having regard to the substance of the Share Sale as a whole, can reasonably be regarded as an addition to the price paid or consideration given in respect of the Shares (for the avoidance of doubt, including non-contingent deferred consideration but excluding any amount to be provided by a purchaser to procure the repayment by any Group Company of any bank debt or other borrowings); or  (c) in respect of an Asset Sale, the aggregate price paid or payable for the assets being sold together with the cash value of any other consideration (in cash or otherwise) received or receivable by the Company or any Group Company which, having regard to the substance of the Asset Sale as a whole, can reasonably be regarded as an addition to the price paid or consideration given in respect of those assets (for the avoidance of doubt, including non-contingent deferred consideration, but excluding, for the avoidance of doubt, any amount to be provided by a purchaser to procure the repayment by any Group Company of any bank debt or other borrowings); or  (d) in respect of any other Exit, proceeds available for distribution to the members (whenever received),  provided that to the extent that the relevant Exit includes an element of contingent or conditional deferred consideration its value shall not be included in the calculation of the Proceeds until such deferred consideration is received by the holders of the Shares (or, in the case of an Asset Sale, the Company or a Group Company) in which case the full value of the amount actually received shall then be taken into account;</p> <p>[please see further continuation page]</p>	

# SH01 - continuation page

## Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	GROWTH SHARES OF £0.01 EACH	
Prescribed particulars	<p>"Revised MM" shall be calculated using the following formula:  <math display="block">\text{Revised MM} = (P - \text{Initial Growth Share Amount}) / (M + N)</math>           where:  <math>P</math> = the Proceeds  <math>M</math> = £23,000,000  <math>N</math> = the amount in GB sterling of any further advances made for or on behalf of Holdings after the date of these Articles and prior to the date of Exit;            "Shares" shares issued in the capital of the Company from time to time and each one a "Share";            "Share Sale" the sale of (or the grant of a right to acquire or to dispose of) any Shares (in one transaction or a series of transactions) which would, if completed, result in the buyer of those Shares (or grantee of that right) and persons acting in concert with him together acquiring a Controlling Interest (except where the Controlling Interest is held by, or will following completion of the sale, the Controlling Interest will be held by, the A Shareholder from time to time);            "Shareholder" means any holder of any Shares;            "Winding Up" any winding up or liquidation of the Company.</p>	