

SH01

Return of allotment of shares

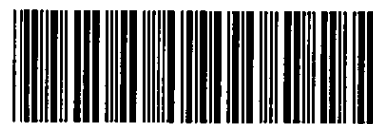


You can use the WebFiling service to file this form online.
Please go to www.companieshouse.gov.uk

☒ **What this form is for**
You may use this form to give
notice of shares allotted following
incorporation

☐ **What this form is NOT for**
You cannot use this form to
notice of shares taken by su
on formation of the company
for an allotment of a new cla
shares by an unlimited comp

MONDAY



LD2 10/03/2014 #45
COMPANIES HOUSE

1 Company details

Company number 0 4 9 5 5 5 5 5

Company name in full SKILLS MATTER 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 d 2 d 1 m 0 m 2 y 2 y 0 y 1 y 4
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

| 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 |
|--|------------|------------------------------|--------------------------------|--|---|
| PREFERENCE SHARES | GBP | 400000 | 0 00 | 1 00 | 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)

Return of allotment of shares

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 |
|---|-----------------------------------|---|--------------------|---------------------------|
| PREFERENCE | 0 00 | 0 00 | 400000 | £ 400,000 00 |
| ORDINARY | 0 01 | 0 00 | 10000 | £ 100 00 |
| A ORDINARY | 0 01 | 0 00 | 3559 | £ 35 59 |
| | | | | £ |
| | | Totals | 413559 | £ 400,135 59 |

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 ❶ | Amount (if any) unpaid on each share ❶ | Number of shares ❷ | Aggregate nominal value ❸ |
| | | | | |
| | | | | |
| Totals | | | | |

| Currency | | | | |
|---|-----------------------------------|---|--------------------|---------------------------|
| Class of shares (E g Ordinary/Preference etc) | Amount paid up on each share ❶ | Amount (if any) unpaid on each share ❶ | Number of shares ❷ | Aggregate nominal value ❸ |
| | | | | |
| | | | | |
| Totals | | | | |

6 Statement of capital (Totals)

Please give the total number of shares and total aggregate nominal value of issued share capital

Total number of shares

Total aggregate nominal value ④

4 Total aggregate nominal value
Please list total aggregate values in different currencies separately. For example £100 + €100 + \$10 etc.

- ❶ Including both the nominal value and any share premium
- ❷ Total number of issued shares in this class

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

Continuation Pages

Please use a Statement of Capital continuation page if necessary

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

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in **Section 4** and **Section 5**

Class of share

PREFERENCE

Prescribed particulars
1

See continuation sheet

Class of share

ORDINARY

Prescribed particulars
1

See continuation sheet

Class of share

A ORDINARY

Prescribed particulars
1

See continuation sheet

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 and any terms or conditions relating to redemption of these shares

A separate table must be used for each class of share

Continuation page

Please use a Statement of Capital continuation page if necessary

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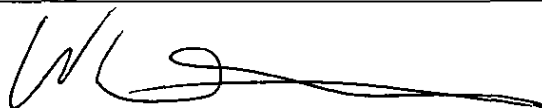
Signature

I am signing this form on behalf of the company

Signature

Signature

X



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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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 BN/SEB/S4446/00004

Company name Nabarro LLP

Address Lacon House

84 Theobald's Road

Post town London

County/Region

Postcode W C 1 X 8 R W

Country

DX DX77 Chancery Lane London

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 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

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7 Statement of capital (Prescribed particulars of rights attached to shares)

| | | |
|------------------------|--|--|
| Class of share | ORDINARY | |
| Prescribed particulars | EACH ORDINARY SHARE CARRIES ONE VOTE AND RANKS EQUALLY WITH THE OTHER ORDINARY SHARES IN ALL RESPECTS INCLUDING AS TO DIVIDENDS AND OTHER DISTRIBUTIONS (INCLUDING ON A WINDING UP) THE ORDINARY SHARES ARE NOT REDEEMABLE | |

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7 Statement of capital (Prescribed particulars of rights attached to shares)

| | | |
|------------------------|--|--|
| Class of share | ORDINARY A | |
| Prescribed particulars | EACH A ORDINARY SHARE CARRIES ONE VOTE AND RANKS EQUALLY WITH THE OTHER A ORDINARY SHARES IN ALL RESPECTS INCLUDING AS TO DIVIDENDS AND OTHER DISTRIBUTIONS (INCLUDING ON A WINDING UP) THE A ORDINARY SHARES ARE NOT REDEEMABLE | |

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7 Statement of capital (Prescribed particulars of rights attached to shares)

| Class of share | PREFERENCE | |
|------------------------|--|--|
| Prescribed particulars | <p>EACH PREFERENCE SHARE CARRIES A RIGHT TO A CUMULATIVE (ON A NON-COMPOUNDING BASIS) CASH PREFERENTIAL DIVIDEND OF 6% PER ANNUM FROM THE FIFTH ANNIVERSARY OF ISSUE (THE "PREFERENCE DIVIDEND")</p> <p>ON AN IPO, IF THE COMPANY HAS INSUFFICIENT FUNDS FOR DISTRIBUTION IN SATISFACTION OF ANY ARREARS OF PREFERENCE DIVIDEND, THE COMPANY SHALL ALLOT TO EACH HOLDER OF SHARES SUCH NUMBER OF ORDINARY SHARES AS SHALL HAVE AN AGGREGATE REALISATION PRICE EQUAL TO THE UNPAID DIVIDEND</p> <p>THE PREFERENCE SHARES ARE REDEEMABLE EITHER (1) IN FOUR INSTALLMENTS OF £100,000 EACH ON THE FIFTH, SIXTH, SEVENTH AND EIGHTH ANNIVERSARY OF THE DATE OF ADOPTION; (11) OR IF EARLIER, IMMEDIATELY PRIOR TO, AND CONDITIONALLY UPON, THE OCCURENCE OF AN EXIT, IPO OR WINDING UP.</p> <p>ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL, THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED FIRST IN PAYING THE PREFERENCE SHAREHOLDERS IN RESPECT OF THE PREFERENCE SHARES</p> | |