

SH01

Return of allotment of shares



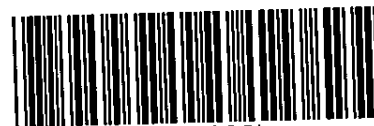
You can use the WebFiling service to file this form online

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
give notice of shares taken by
you on formation of the company
for an allotment of a new class
of shares by an unlimited company

TUESDAY



A27DTQOG

A27

30/04/2013

#371

COMPANIES HOUSE

1 Company details

Company number 05885409

Company name in full Lumi Technologies 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 25/04/2013

To Date 25/04/2013

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
Deferred	GBP	1	1.00	1.00	

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)

SH01

Return of allotment of shares

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 continuation pg				£
				£
				£
				£
Totals			0	£ 0 00

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		
Total aggregate nominal value ④		

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

SH01

Return of allotment of shares

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**

Class of share

Please see continuation pages

Prescribed particulars

1

Please see continuation pages

Class of share

Prescribed particulars

1

Class of share

Prescribed particulars

1

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


8

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

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

- 1 Including both the nominal value and any share premium
- 2 Total number of issued shares in this class
- 3 E.g. Number of shares issued multiplied by nominal value of each share

SH01 - continuation page

Return of allotment of shares

7

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

Class of share	A Ordinary
Prescribed particulars	<p>(a) the holders of A Shares shall be entitled to receive notice of, and to attend and vote at general meetings of the Company and subject to any rights or restrictions attached to any A Shares and to any suspension or abrogation of voting rights pursuant to the articles of association of the Company, at a general meeting, on a show of hands every holder of A Shares who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative, shall have one vote and on a poll every holder of A Shares present in person or by proxy shall have one vote for every A Shares of which he is the holder,</p> <p>(b) all dividends or other income distributions resolved to be distributed by the Company in respect of any accounting period shall be distributed amongst the holders for the time being of the A Shares on a pro rata basis according to the number of A Shares held by them,</p> <p>(c)</p> <p>(i) On a return of assets on liquidation, dissolution, winding up, capital reduction or otherwise (other than a conversion or purchase of Shares), the assets of the Company remaining after the payment of its liabilities shall be applied (to the extent that the Company is lawfully able to do so) in the following order of priority</p> <p>(a) first, in paying to the holders of the A Shares in respect of each A Share held a sum equal to the B Shares Hurdle Amount (being £11,000,000) divided by the number of A Shares in issue, together with a sum equal to any arrears and accruals of dividend in respect of that A Share and, if there is a shortfall of assets remaining to satisfy such payments in full, the proceeds shall be distributed to the holders of the A Shares pro rata to the aggregate amounts due under article 3 4(a) of the articles of association of the Company in respect of each such A Share held,</p> <p>(b) second, in distributing the balance (if any) up to the sum of the C Shares Hurdle Amount (being £50,000,000) among the holders of the A Shares and the B Shares (pari passu as if the same constituted one class of share) pro rata to the number of Shares held by them, and</p> <p>(c) subject to article 3 5 of the articles of association of the Company, thereafter in distributing the balance (if any) in excess of the C Shares Hurdle Amount (being £50,000,000) among the holders of the A Shares and the B Shares and C Shares (pari passu as if the same constituted one class of share) pro rata to the number of Shares held by them,</p> <p>(ii) The proceeds on an Exit Event (meaning a Business Sale, a Share Sale, a Listing or the winding up of the Company (each as defined in the articles of association of the Company) shall be allocated in the order of priority set out in article 3 4 of the articles of association of the Company provided that on any such Exit Event (as defined above) the aggregate amount of the Exit Value attributable to the holders of the B Shares and C Shares shall not exceed nine per cent of the aggregate amount of the Exit Value for all holders of Shares Any excess Exit Value which would, but for this Article 3 5, be distributable to the holders of the B Shares and C Shares shall instead be distributable to the holders of the A Shares,</p> <p>(d) the shares are redeemable</p>

SH01 - continuation page

Return of allotment of shares

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

Class of share	B Ordinary	
Prescribed particulars	<p>(a) the holders of the B Shares shall be entitled to receive notice of, and to attend general meetings of the Company, but shall not be entitled to vote upon any resolution (save as provided in Article 115 1 of the articles of association of the Company),</p> <p>(b) the holders of the B Shares shall not be entitled to receive dividends or other income distributions in respect of them,</p> <p>(c)</p> <p>(i) On a return of assets on liquidation, dissolution, winding up, capital reduction or otherwise (other than a conversion or purchase of Shares), the assets of the Company remaining after the payment of its liabilities shall be applied (to the extent that the Company is lawfully able to do so) in the following order of priority</p> <p>(a) first, in paying to the holders of the A Shares in respect of each A Share held a sum equal to the B Shares Hurdle Amount (being £11,000,000) divided by the number of A Shares in issue, together with a sum equal to any arrears and accruals of dividend in respect of that A Share and, if there is a shortfall of assets remaining to satisfy such payments in full, the proceeds shall be distributed to the holders of the A Shares pro rata to the aggregate amounts due under article 3 4(a) of the articles of association of the Company in respect of each such A Share held,</p> <p>(b) second, in distributing the balance (if any) up to the sum of the C Shares Hurdle Amount (being £50,000,000) among the holders of the A Shares and the B Shares (pari passu as if the same constituted one class of share) pro rata to the number of Shares held by them, and</p> <p>(c) subject to article 3 5 of the articles of association of the Company, thereafter in distributing the balance (if any) in excess of the C Shares Hurdle Amount (being £50,000,000) among the holders of the A Shares and the B Shares and C Shares (pari passu as if the same constituted one class of share) pro rata to the number of Shares held by them,</p> <p>(ii) The proceeds on an Exit Event (meaning a Business Sale, a Share Sale, a Listing or the winding up of the Company (each as defined in the articles of association of the Company) shall be allocated in the order of priority set out in article 3 4 of the articles of association of the Company provided that on any such Exit Event (as defined above) the aggregate amount of the Exit Value attributable to the holders of the B Shares and C Shares shall not exceed nine per cent of the aggregate amount of the Exit Value for all holders of Shares Any excess Exit Value which would, but for this Article 3 5, be distributable to the holders of the B Shares and C Shares shall instead be distributable to the holders of the A Shares,</p> <p>(d) the shares are redeemable</p>	

SH01 - continuation page

Return of allotment of shares

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

Class of share	C Ordinary
Prescribed particulars	<p>(a) the holders of the C Shares shall be entitled to receive notice of, and to attend general meetings of the Company, but shall not be entitled to vote upon any resolution (save as provided in Article 115 1 of the articles of association of the Company),</p> <p>(b) the holders of the C Shares shall not be entitled to receive dividends or other income distributions in respect of them,</p> <p>(c)</p> <p>(i) On a return of assets on liquidation, dissolution, winding up, capital reduction or otherwise (other than a conversion or purchase of Shares), the assets of the Company remaining after the payment of its liabilities shall be applied (to the extent that the Company is lawfully able to do so) in the following order of priority</p> <p>(a) first, in paying to the holders of the A Shares in respect of each A Share held a sum equal to the B Shares Hurdle Amount (being £11,000,000) divided by the number of A Shares in issue, together with a sum equal to any arrears and accruals of dividend in respect of that A Share and, if there is a shortfall of assets remaining to satisfy such payments in full, the proceeds shall be distributed to the holders of the A Shares pro rata to the aggregate amounts due under article 3 4(a) of the articles of association of the Company in respect of each such A Share held,</p> <p>(b) second, in distributing the balance (if any) up to the sum of the C Shares Hurdle Amount (being £50,000,000) among the holders of the A Shares and the B Shares (pari passu as if the same constituted one class of share) pro rata to the number of Shares held by them, and</p> <p>(c) subject to article 3 5 of the articles of association of the Company, thereafter in distributing the balance (if any) in excess of the C Shares Hurdle Amount (being £50,000,000) among the holders of the A Shares and the B Shares and C Shares (pari passu as if the same constituted one class of share) pro rata to the number of Shares held by them,</p> <p>(ii) The proceeds on an Exit Event (meaning a Business Sale, a Share Sale, a Listing or the winding up of the Company (each as defined in the articles of association of the Company) shall be allocated in the order of priority set out in article 3 4 of the articles of association of the Company provided that on any such Exit Event (as defined above) the aggregate amount of the Exit Value attributable to the holders of the B Shares and C Shares shall not exceed nine per cent of the aggregate amount of the Exit Value for all holders of Shares Any excess Exit Value which would, but for this Article 3 5, be distributable to the holders of the B Shares and C Shares shall instead be distributable to the holders of the A Shares,</p> <p>(d) the shares are redeemable</p>

SH01 - continuation page

Return of allotment of shares

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

Class of share	Deferred shares	
Prescribed particulars	<p>The holder of the Deferred Share shall have the following rights</p> <p>(a) no right to receive notice of any general meeting of the Company nor the right to attend, speak or vote at any such general meeting,</p> <p>(b) no entitlement to receive any dividend or other distribution,</p> <p>(c) on return of capital on a winding up, the holder of the deferred share shall be entitled to receive a sum equal to the nominal capital paid up or credited as paid up thereon but only after the sum of £10,000,000 per ordinary share has been paid to the holders of the A Shares, B Shares and C Shares and the holder of the Deferred Share shall not be entitled to any further participation in the assets or profits of the Company, and</p> <p>(d) that notwithstanding any other provisions of the Articles, and unless specifically required by the provisions of the Act, the Company shall not be required to issue any certificate in respect of the Deferred Share</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 Philip Allenby

Company name DLA Piper UK LLP

Address 3 Noble Street

London

Post town

County/Region

Postcode EC2V 7EE

Country

DX DX 33866 Finsbury Square

Telephone 08700 111 111



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