

Paperclip
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SH01

Return of allotment of shares



Companies House

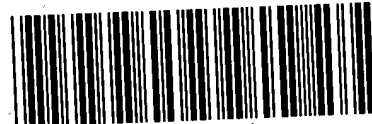


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☒ **What this form is for**
You may use this form to give notice of shares allotted following incorporation.

☐ **What this form is for**
You cannot use this form to give notice of shares allotted following incorporation. You must use form SH02 for an allotment of shares by an unincorporated body.



AAK21KZT
A27 24/12/2021 #114
COMPANIES HOUSE

For more information, please visit www.gov.uk/companieshouse

1 Company details

Company number 06286799
Company name in full TEN HEALTH AND FITNESS 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 ¹

From Date 21/12/2021
To Date 21/12/2021

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 |
|-----------------------|--|---------------------------|-----------------------------|---|--|
| | AA ORDINARY | 290,433 | £0.001 | £1.205 | NIL |
| | PP ORDINARY | 400,000 | £0.001 | £1 | 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.

If a PLC, please attach valuation report (if appropriate)

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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 |
|---|--|------------------|---|---|
| Currency table A | | | | |
| £ | A ORDINARY SHARES | 508,800 | 508.80 | |
| £ | B ORDINARY SHARES | 1,013,100 | 1,013.10 | |
| £ | PREFERENCE SHARES | 1,600,001 | 1,600,001 | |
| Totals | | 3,121,901 | 1,601,522.90 | NIL |

| | | | | |
|-------------------------|--------------------|---------|---------|--|
| Currency table B | | | | |
| £ | PP ORDINARY SHARES | 400,000 | 400 | |
| £ | AA ORDINARY SHARES | 290,433 | 290.433 | |
| | | | | |
| Totals | | 690,433 | 690.433 | |

| | | | | |
|-------------------------|--|--|--|--|
| Currency table C | | | | |
| | | | | |
| | | | | |
| | | | | |
| Totals | | | | |

Totals (including continuation pages)

| Total number of shares | Total aggregate nominal value ❶ | Total aggregate amount unpaid ❶ |
|------------------------|---------------------------------|---------------------------------|
| 3,812,334 | 1,602,213.333 | NIL |

❶ Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.

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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

A ORDINARY SHARES

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.

A separate table must be used for each class of share.

Continuation page

Please use a Statement of Capital continuation page if necessary.

Class of share

B ORDINARY SHARES

Prescribed particulars
①

SEE CONTINUATION SHEET

Class of share

AA ORDINARY SHARES

Prescribed particulars
①

SEE CONTINUATION SHEET

6 Signature

I am signing this form on behalf of the company.

Signature

Signature

X

DocuSigned by:

Joanne Mathews
5E2C1F1C7A9F482...

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.

In accordance with
Section 555 of the
Companies Act 2006.

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Return of allotment of shares

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

| | | |
|------------------------|--|--|
| Class of share | A ORDINARY SHARES | |
| Prescribed particulars | <p>INCOME: A ORDINARY SHARES RANK BEHIND THE PREFERENCE SHARES (WHICH ARE ENTITLED TO A PREFERENCE DIVIDEND) AND DEFERRED SHARES (WHICH ARE ENTITLED TO AN AGGREGATE OF £1 AFTER THE PREFERENCE DIVIDEND HAS BEEN PAID). THEREAFTER THE BALANCE IS TO BE SHARE AMONGST THE HOLDERS OF THE EQUITY SHARES (BEING THE HOLDERS OF THE A ORDINARY SHARES, AA ORDINARY SHARES, AAA ORDINARY SHARES, B ORDINARY SHARES AND C ORDINARY SHARES (IF IN ISSUE)) ON A PARI PASSU BASIS.</p> <p>PROCEEDS OF SALE: PP ORDINARY SHARES AND PREFERENCE SHARES RANK AHEAD OF THE A ORDINARY SHARES IN RESPECT OF PROCEEDS OF SALE. AFTER HOLDERS OF PP ORDINARY SHARES AND PREFERENCE SHARES RECEIVE THE AMOUNTS DUE TO THEM THE REMAINING BALANCE OF SALE PROCEEDS IS TO BE DISTRIBUTED AMONGST THE HOLDERS OF EQUITY SHARES ON A PARI PASSU BASIS (SUBJECT TO A MAXIMUM AMOUNT IN RESPECT OF THE C ORDINARY SHARES (IF ANY)).</p> <p>RETURN OF CAPITAL: £1 IN AGGREGATE TO BE DISTRIBUTED TO THE HOLDERS OF DEFERRED SHARES (IF ANY), AFTER WHICH BALANCE IS TO BE DISTRIBUTED AMONGST THE HOLDERS OF EQUITY SHARES (INCLUDING THE A ORDINARY SHARES), PREFERENCE SHARES AND PP ORDINARY SHARES ON A PARI PASSU BASIS (PROVIDED ENTILEMENT OF HOLDERS OF PREFERENCE SHARES AND PP ORDINARY SHARES IS LIMITED TO A SUM EQUAL TO THE ISSUE PRICE OF EACH SUCH SHARE).</p> <p>VOTING: A ORDINARY SHARES CARRY FULL VOTING RIGHTS</p> | |

In accordance with
Section 555 of the
Companies Act 2006.

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Return of allotment of shares

| 5 | Statement of capital (prescribed particulars of rights attached to shares) | |
|------------------------|---|--|
| Class of share | B ORDINARY SHARES | |
| Prescribed particulars | <p>INCOME: B ORDINARY SHARES RANK BEHIND THE PREFERENCE SHARES (WHICH ARE ENTITLED TO A PREFERENCE DIVIDEND) AND DEFERRED SHARES (WHICH ARE ENTITLED TO AN AGGREGATE OF £1 AFTER THE PREFERENCE DIVIDEND HAS BEEN PAID). THEREAFTER THE BALANCE IS TO BE SHARE AMONGST THE HOLDERS OF THE EQUITY SHARES (BEING THE HOLDERS OF THE A ORDINARY SHARES, AA ORDINARY SHARES, AAA ORDINARY SHARES, B ORDINARY SHARES AND C ORDINARY SHARES (IF IN ISSUE)) ON A PARI PASSU BASIS.</p> | |
| | <p>PROCEEDS OF SALE: PP ORDINARY SHARES AND PREFERENCE SHARES RANK AHEAD OF THE B ORDINARY SHARES IN RESPECT OF PROCEEDS OF SALE. AFTER HOLDERS OF PP ORDINARY SHARES AND PREFERENCE SHARES RECEIVE THE AMOUNTS DUE TO THEM THE REMAINING BALANCE OF SALE PROCEEDS IS TO BE DISTRIBUTED AMONGST THE HOLDERS OF EQUITY SHARES ON A PARI PASSU BASIS (SUBJECT TO A MAXIMUM AMOUNT IN RESPECT OF THE C ORDINARY SHARES (IF ANY)).</p> | |
| | <p>RETURN OF CAPITAL: £1 IN AGGREGATE TO BE DISTRIBUTED TO THE HOLDERS OF DEFERRED SHARES (IF ANY), AFTER WHICH BALANCE IS TO BE DISTRIBUTED AMONGST THE HOLDERS OF EQUITY SHARES (INCLUDING THE B ORDINARY SHARES), PREFERENCE SHARES AND PP ORDINARY SHARES ON A PARI PASSU BASIS (PROVIDED ENTILEMENT OF HOLDERS OF PREFERENCE SHARES AND PP ORDINARY SHARES IS LIMITED TO A SUM EQUAL TO THE ISSUE PRICE OF EACH SUCH SHARE).</p> | |
| | <p>VOTING: B ORDINARY SHARES CARRY FULL VOTING RIGHTS</p> | |

In accordance with
Section 555 of the
Companies Act 2006.

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Return of allotment of shares

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

| | | |
|------------------------|---|--|
| Class of share | AA ORDINARY SHARES | |
| Prescribed particulars | <p>INCOME: AA ORDINARY SHARES RANK BEHIND THE PREFERENCE SHARES (WHICH ARE ENTITLED TO A PREFERENCE DIVIDEND) AND DEFERRED SHARES (WHICH ARE ENTITLED TO AN AGGREGATE OF £1 AFTER THE PREFERENCE DIVIDEND HAS BEEN PAID). THEREAFTER THE BALANCE IS TO BE SHARE AMONGST THE HOLDERS OF THE EQUITY SHARES (BEING THE HOLDERS OF THE A ORDINARY SHARES, AA ORDINARY SHARES, AAA ORDINARY SHARES, B ORDINARY SHARES AND C ORDINARY SHARES (IF IN ISSUE)) ON A PARI PASSU BASIS.</p> <p>PROCEEDS OF SALE: PP ORDINARY SHARES AND PREFERENCE SHARES RANK AHEAD OF THE AA ORDINARY SHARES IN RESPECT OF PROCEEDS OF SALE. AFTER HOLDERS OF PP ORDINARY SHARES AND PREFERENCE SHARES RECEIVE THE AMOUNTS DUE TO THEM THE REMAINING BALANCE OF SALE PROCEEDS IS TO BE DISTRIBUTED AMONGST THE HOLDERS OF EQUITY SHARES ON A PARI PASSU BASIS (SUBJECT TO A MAXIMUM AMOUNT IN RESPECT OF THE C ORDINARY SHARES (IF ANY)).</p> <p>RETURN OF CAPITAL: £1 IN AGGREGATE TO BE DISTRIBUTED TO THE HOLDERS OF DEFERRED SHARES (IF ANY), AFTER WHICH BALANCE IS TO BE DISTRIBUTED AMONGST THE HOLDERS OF EQUITY SHARES (INCLUDING THE C ORDINARY SHARES), PREFERENCE SHARES AND PP ORDINARY SHARES ON A PARI PASSU BASIS (PROVIDED ENTILEMENT OF HOLDERS OF PREFERENCE SHARES AND PP ORDINARY SHARES IS LIMITED TO A SUM EQUAL TO THE ISSUE PRICE OF EACH SUCH SHARE).</p> <p>VOTING: AA ORDINARY SHARES CARRY FULL VOTING RIGHTS</p> | |

In accordance with
Section 555 of the
Companies Act 2006.

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| 5 | Statement of capital (prescribed particulars of rights attached to shares) | |
|------------------------|--|--|
| Class of share | PREFERENCE SHARES | |
| Prescribed particulars | <p>INCOME: PREFERENCE SHAREHOLDERS ARE ENTITLED TO A PREFERENCE DIVIDEND AT AN ANNUAL RATE OF 10% PER ANNUM OF THE ISSUE PRICE PER PREFERENCE SHARE, WHICH MUST BE PAID BEFORE ANY OTHER DIVIDENDS ARE PAID.</p> <p>PROCEEDS OF SALE: PP ORDINARY SHARES RANK AHEAD OF THE PREFERENCE SHARES IN RESPECT OF PROCEEDS OF SALE. AFTER HOLDERS OF PP ORDINARY SHARES RECEIVE THE AMOUNTS DUE TO THEM, THE HOLDERS OF THE PREFERENCE SHARES ARE ENTITLED TO CERTAIN AMOUNTS AS SET OUT IN THE ARTICLES, AND THE REMAINING BALANCE OF SALE PROCEEDS IS THEN TO BE DISTRIBUTED AMONGST THE HOLDERS OF EQUITY SHARES ON A PARI PASSU BASIS (SUBJECT TO A MAXIMUM AMOUNT IN RESPECT OF THE C ORDINARY SHARES (IF ANY)).</p> <p>RETURN OF CAPITAL: £1 IN AGGREGATE TO BE DISTRIBUTED TO THE HOLDERS OF DEFERRED SHARES (IF ANY), AFTER WHICH BALANCE IS TO BE DISTRIBUTED AMONGST THE HOLDERS OF EQUITY SHARES, PREFERENCE SHARES AND PP ORDINARY SHARES ON A PARI PASSU BASIS (PROVIDED ENTILEMENT OF HOLDERS OF PREFERENCE SHARES AND PP ORDINARY SHARES IS LIMITED TO A SUM EQUAL TO THE ISSUE PRICE OF EACH SUCH SHARE).</p> <p>VOTING: PREFERENCE SHARES DO NOT CARRY ANY VOTING RIGHTS</p> | |

In accordance with
Section 555 of the
Companies Act 2006.

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

| Class of share | PP ORDINARY SHARES | |
|------------------------|---|--|
| Prescribed particulars | <p>INCOME: PP ORDINARY SHARES RANK BEHIND THE PREFERENCE SHARES (WHICH ARE ENTITLED TO A PREFERENCE DIVIDEND) AND DEFERRED SHARES (WHICH ARE ENTITLED TO AN AGGREGATE OF £1 AFTER THE PREFERENCE DIVIDEND HAS BEEN PAID). THEREAFTER THE BALANCE IS TO BE SHARE AMONGST THE HOLDERS OF THE EQUITY SHARES (BEING THE HOLDERS OF THE A ORDINARY SHARES, AA ORDINARY SHARES, AAA ORDINARY SHARES, B ORDINARY SHARES AND C ORDINARY SHARES (IF IN ISSUE)) ON A PARI PASSU BASIS.</p> <p>PROCEEDS OF SALE: PP ORDINARY SHARES RANK AHEAD OF THE OTHER SHARE CLASSES. HOLDERS OF PP ORDINARY SHARES ARE ENTITLED TO AN AMOUNT AS PER THE CALCULATION SET OUT IN THE ARTICLES. THEREAFTER THE HOLDERS OF PREFERENCE SHARES RECEIVE AN AMOUNT, WITH ANY BALANCE TO BE DISTRIBUTED TO THE HOLDERS OF THE EQUITY SHARES ON A PARI PASSU BASIS.</p> <p>RETURN OF CAPITAL: £1 IN AGGREGATE TO BE DISTRIBUTED TO THE HOLDERS OF DEFERRED SHARES (IF ANY), AFTER WHICH BALANCE IS TO BE DISTRIBUTED AMONGST THE HOLDERS OF EQUITY SHARES, PREFERENCE SHARES AND PP ORDINARY SHARES ON A PARI PASSU BASIS (PROVIDED ENTILEMENT OF HOLDERS OF PREFERENCE SHARES AND PP ORDINARY SHARES IS LIMITED TO A SUM EQUAL TO THE ISSUE PRICE OF EACH SUCH SHARE).</p> <p>VOTING: PP ORDINARY SHARES DO NOT CARRY ANY VOTING RIGHTS</p> | |

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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 | CLAIRE SCANLON |
| Company name | TROWERS & HAMLINS LLP |
| Address | 3 BUNHILL ROW |
| Post town | LONDON |
| County/Region | |
| Postcode | E C 1 Y 8 Y Z |
| Country | |
| DX | |
| Telephone | 020 7423 8000 |

**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