



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 subscription on formation of the company or for an allotment of a new class of shares by an unlimited company.

For further information, please see



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COMPANIES HOUSE

1 Company details

Company number 06692246

Company name in full PASSIVSYSTEMS 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 23 09 2019

To Date 23 09 2019

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 allottedPlease 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	ORDINARY	394 737	£0.001	£1.14	£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)

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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	Class of shares	Number of shares	Aggregate nominal value (£, €, \$, etc)	Total aggregate amount unpaid, if any (£, €, \$, etc)
Complete a separate table for each currency	E.g. Ordinary/Preference etc.		Number of shares issued multiplied by nominal value	Including both the nominal value and any share premium

Currency table A

GBP	ORDINARY	24 070 275	£24 070	
GBP	PREFERENCE	3 752 416	£ 3 753	
Totals		27 822 691	£ 27 823	£ 217, 950

Currency table B

Totals				

Currency table C

Totals				

**Totals (including continuation
pages)**

Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
27 822 691	£27 823	£ 217 950

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

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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 share capital tables in **Section 4**.

Class of share

ORDINARY SHARES

Prescribed particulars

SEE CONTINUATION SHEET

Class of share

PREFERENCE SHARES

Prescribed particulars

SEE CONTINUATION SHEET

Class of share

Prescribed particulars

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.

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Signature

I am signing this form on behalf of the company.

Signature

Signature

X J. B. Geddes X

This form may be signed by:

Director ², Secretary, Person authorised ³, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

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.

Person authorised

Under either section 270 or 274 of the Companies Act 2006.

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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

Address

Post town

County/Region

Postcode

Country

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 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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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	Ordinary	
Prescribed particulars	<p data-bbox="327 517 464 546">Voting rights</p> <p data-bbox="327 584 1023 674">Each holder of Ordinary Shares is entitled on a show of hands to one vote and on a poll to one vote for every Ordinary Share of which he is the holder.</p> <p data-bbox="327 741 660 770">Dividend rights in a distribution</p> <p data-bbox="327 808 1011 931">Interim dividends are payable with the written consent of the Preference Shareholder's holding more than 50% of the issued Preference Shares at any time, and are distributable among the holders of Preference Shares and Ordinary Shares pro rata.</p> <p data-bbox="327 999 987 1028">Rights to participate in a distribution (including on winding up)</p> <p data-bbox="327 1066 1051 1435">On a distribution of assets on a liquidation or a return of capital, the surplus assets of the Company shall be applied (i) first, in paying the Preference Shareholders £3 per Preference Share (provided that if there are insufficient surplus assets to pay such amount, the remaining surplus assets shall be distributed to the Preference Shareholders pro rata); (ii) second, in paying the Ordinary Shareholders £1 per Ordinary Share (provided that if there are insufficient surplus assets to pay such amount, the remaining surplus assets shall be distributed to the Ordinary Shareholders pro rata); and (iii) thirdly, the balance of the surplus assets (if any) shall be distributed between the Preference Shareholders and Ordinary Shareholders pro rata.</p> <p data-bbox="327 1503 528 1532">Redemption rights</p> <p data-bbox="327 1570 879 1599">The Ordinary Shares are not liable to be redeemed.</p>	

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

Class of share	Preference
Prescribed particulars	<p>Particulars of voting rights</p> <p>Each holder of Preference Shares is entitled on a show of hands to one vote and on a poll to one vote for every Preference Share of which he is the holder.</p> <p>Dividend rights in a distribution</p> <p>Interim dividends are payable with the written consent of the Preference Shareholder's holding more than 50% of the issued Preference Shares at any time, and are distributable among the holders of Preference Shares and Ordinary Shares pro rata.</p> <p>Rights to participate in a distribution (including on winding up)</p> <p>On a distribution of assets on a liquidation or a return of capital, the surplus assets of the Company shall be applied (i) first, in paying the Preference Shareholders £3 per Preference Share (provided that if there are insufficient surplus assets to pay such amount, the remaining surplus assets shall be distributed to the Preference Shareholders pro rata); (ii) second, in paying the Ordinary Shareholders £1 per Ordinary Share (provided that if there are insufficient surplus assets to pay such amount, the remaining surplus assets shall be distributed to the Ordinary Shareholders pro rata); and (iii) thirdly, the balance of the surplus assets (if any) shall be distributed between the Preference Shareholders and Ordinary Shareholders pro rata.</p> <p>Particulars as to redemption of shares</p> <p>The Preference Shares are not liable to be redeemed.</p>