

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



A29 *AGIONJ46* 391
13/04/2010
COMPANIES HOUSE

1 Company details

Company number 7 0 8 5 5 6 0
Company name in full GEORGINA GOODMAN (HOLDINGS) 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 d1 d7 m1 m2 y2 y0 y0 y9
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

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)	Amount (if any) unpaid (including share premium)
A SHARES	GBP	3539	£0.01	£175,000	
B SHARES	GBP	505	£0.01	£25,000	
ORDINARY SHARES	GBP	13480	£0.01	SEE BELOW	

If the allotted shares are fully or partly paid up otherwise than in cash, please
state the consideration for which the shares were allotted

Details of non-cash
consideration

Ordinary shares allotted in exchange for entire issued share capital of
Georgina Goodman Limited

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

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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 the 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
A SHARES	£49 45		3539	£ 35 39
B SHARES	£49 50		505	£ 5 05
ORDINARY SHARES	£0 01		16176	£ 161 76
				£
Totals			20220	£ 202 20

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

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

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

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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

See Attached Continuation Pages

Prescribed particulars

1

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

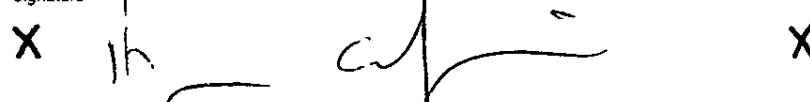
8

Signature

I am signing this form on behalf of the company

Signature

Signature



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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**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

Rosenblatt Solicitors

Address

Post town

County/Region

Postcode

E

C

4

A

3

A

F

Country

DX DX 493 London/Chancery Lane

Telephone 020 7955 0880

**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,
First Floor, Waterfront Plaza, 8 Laganbank Road,
Belfast, Northern Ireland, BT1 3BS
DX 481 N R Belfast 1

**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

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

Class of share	A ORDINARY, B ORDINARY, AND ORDINARY SHARES	
Prescribed particulars	1 1	The rights attaching to the respective classes of Shares shall be as follows
	1 2	As regards income
	1 2 1	For so long as any amounts payable under the Loan Notes remain outstanding, the Company shall not, save with Investor Approval, distribute any profits in respect of any financial year Subject thereto and to the provisions of the Act, any profits which the Company may determine to distribute shall, subject to article 1 4, be applied pari passu, amongst the holders of the Equity Shares
	1 2 2	The Special Shares shall not confer on their holders (in that capacity) any rights to receive dividends or other distributions
	1 3	As regards capital: On a return of assets on liquidation, reduction of capital or otherwise, the surplus assets of the Company remaining after payment of its liabilities shall belong to and be distributed amongst the holders of the Equity Shares and the Special Shares (pari passu as if all such shares constituted one class of shares) subject always to the provisions of article 1 4 below.
	1 4	Proceeds of Take-over or Listing
	1 4 1	For the purpose of this article “Disposal” means the sale or other disposal whether by one transaction or a series of related transactions of the whole or a substantial part of the undertaking of the Company or any other Group Company (other than to a Group Company which is the Company or a wholly owned subsidiary of the Company) where the disposal by any Group Company or Group Companies itself comprises the whole or a substantial part of the undertaking of the Group in circumstances where the proceeds of such sale or disposal are subsequently distributed to shareholders (in whole or part), “Exit Date” means the date of Take-over or Disposal or, in the case of a Listing, the date immediately prior to such Listing,

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

Class of share		
Prescribed particulars	<p>“Exit” means a Qualifying Exit or a Disposal, whichever shall first occur,</p> <p>“Limited Partnerships” means Core VCT IV LP and Core VCT V LP (and “Limited Partnership” means either of them),</p> <p>“Loan Note Base Amount” means up to £1,800,000,</p> <p>“VCT Investors” means Core VCT IV Plc and Core VCT V Plc (and “VCT Investor” shall mean either of them),</p> <p>“Proceeds” means</p> <p>(a) in the case of a Listing, the price per share (expressed in pounds sterling) at which the Shares in the Company are proposed to be sold in connection with the Listing (in the case of an offer for sale, being (as appropriate) the price at which the holders of relevant shares sell such shares or the underwritten price (or if applicable, the minimum tender price) and in the case of a placing being the placing price) in each case multiplied by the number of Shares in the Company as will be in issue immediately following the Listing (but excluding any Shares issued by the Company at the time of the Listing to raise new money (for whatever purpose)),</p> <p>(b) in the case of a Take-over, the aggregate consideration expressed as a cash price (whether that consideration is to be satisfied in cash, shares, loan stock, or a combination thereof or otherwise, any non-cash consideration being valued by the Company's auditors) paid pursuant to an agreement or an offer to acquire the whole of the issued share capital of the Company or the amount which would have been paid if the whole of the issued share capital had been acquired at the same price per share as the shares comprised in the Take-over,</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share		
Prescribed particulars	<p>(c) in the case of a Disposal, an amount equal to the total amount available for payment to holders of Equity Shares as a result of the Disposal by way of dividend, dividend on liquidation or consideration payable in respect of Equity Shares purchased by the Company inclusive or any associated tax credit,</p> <p>“Qualifying Exit” means a Take-over or Listing, whichever shall first occur,</p> <p>“VCT Shares” means the B Ordinary Shares</p> <p>1 4 2 Upon the occurrence of a Qualifying Exit then the Proceeds of such Exit shall, on the Exit Date, be distributed as follows</p> <p>(a) first in paying to the holders of the A Ordinary Shares and the B Ordinary Shares (pari passu as if the same constituted one class of share) an amount equal to the subscription price (inclusive of any premium) paid for such Shares together with a sum equal to all (if any) arrears and/or accruals of dividends declared but not paid thereon to be calculated down to the payment date, and</p> <p>(b) subject thereto, the balance of such Proceeds or assets shall belong and be distributed amongst the holders of the Equity Shares (pari passu as if the same constituted one class of share) PROVIDED THAT the holders of the Special Shares shall be entitled to receive (in that capacity) the sum of £0.01 per share once the holders of the Equity Shares have received the sum of £100,000 per share, after which the balance shall be distributed amongst the Equity Shares as aforesaid</p> <p>1 4 3 Upon the occurrence of a Disposal, then the Proceeds of such Exit shall, on the Exit Date, be distributed as follows</p>	

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

Class of share		
Prescribed particulars	<p>(a) first in paying to the holders of the A Ordinary Shares an amount equal to the subscription price (inclusive of any premium) paid for such Shares together with a sum equal to all (if any) arrears and/or accruals of dividends declared but not paid thereon to be calculated down to the payment date,</p> <p>(b) second in paying to the holders of the B Ordinary Shares and the Ordinary Shares (pari passu as if the same constituted one class of share) an amount equal to the subscription price (inclusive of any premium) paid for such Shares together with a sum equal to all (if any) arrears and/or accruals of dividends declared but not paid thereon to be calculated down to the payment date, and</p> <p>(c) subject thereto, the balance of such Proceeds or assets shall belong and be distributed amongst the holders of the Equity Shares (pari passu as if the same constituted one class of share) PROVIDED THAT the holders of the Special Shares shall be entitled to receive (in that capacity) the sum of £0.01 per share once the holders of the Equity Shares have received the sum of £100,000 per share, after which the balance shall be distributed amongst the Equity Shares as aforesaid</p>	
	<p>1.4.4 Upon the occurrence of Qualifying Exit then the Proceeds of such Exit referable to the VCT Shares as calculated under paragraph 1.4.2 shall, on the Exit Date, be distributed (as between the VCT Investors and the Limited Partnerships) as follows</p> <p>(a) all Proceeds up to the VCT Investment Amount (the "Base Amount") shall, subject to articles 1.4.5 and 1.4.6 below, be paid to the relevant VCT Investors in its capacity as holder of the VCT Shares,</p>	

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Class of share

Prescribed particulars

- (b) all Proceeds over the VCT Investment Amount which would (but for the operation of this article 1 4 4) have been paid to the VCT Investors in its capacity as holder of the VCT Shares, shall be paid
- (i) in the case of Core VCT IV Plc to Core IV LP, and
- (ii) in the case of Core VCT V Plc to Core V LP

1 4 5 If and to the extent that on or prior to an Exit Date, the VCT Investors have received or shall receive any distributions in connection with their holding of the VCT Shares, the Base Amount to be paid to the VCT Investors (or their transferees) in accordance with article 1 4.4(a) shall be reduced by an amount equal to any such distribution(s) ("**Distribution Amount**") on a pound for pound basis and the articles 1 4 4(a) and (b) shall be read accordingly For the avoidance of doubt, if the Distribution Amount is greater than the Base Amount at the relevant time being, the Base Amount shall only be reduced through the operation of this article 1 4 5 to £0 00 (it shall not be a negative figure) and any remainder of the Distribution Amount shall be retained by the relevant VCT Investor(s)

1 4 6 If and to the extent that on or prior to an Exit Date, the VCT Investors (or their transferees) have received in excess (the "**Loan Note Excess**") of the Loan Note Base Amount by way of repayment or redemption of the A Loan Notes (including any interest and/or premium received thereon), the Base Amount to be paid to the VCT Investors in accordance with article 1 4 4(a) shall be reduced by an amount equal to the Loan Note Excess on a pound for pound basis and the articles 1 4 4(a) and (b) shall be read accordingly For the avoidance of doubt, if the Loan Note Excess is greater than the Base Amount at the relevant time being, the Base Amount shall only be reduced through the operation of this article 1 4 6 to £0 00 (it shall not be a negative figure) and any remainder of the Loan Note Excess shall be retained by the relevant VCT Investor(s)

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

Class of share		
Prescribed particulars	<p>1 4 7 On a buy back of shares or return of capital to shareholders other than upon Exit, the entitlement of each VCT Investor and Limited Partnerships shall be calculated in the same manner as applicable on Exit in accordance with article 1 4 4</p> <p>1 4 8 Upon the occurrence of an Exit then the Proceeds of such Exit referable to the A Ordinary Shares shall, on the Exit Date, be distributed (as between the holders of the A Ordinary Shares and Core Capital LLP) as follows</p> <p>(a) 20% of the Shoeinvest Return shall be paid to Core Capital LLP, and</p> <p>(b) the balance of the Shoeinvest Return shall be paid to the holders of the A Ordinary Shares (in that capacity)</p> <p>1 4 9 On a buy back of shares or return of capital to shareholders other than upon Exit, the entitlement of Core Capital LLP and holders of A Ordinary Shares (in that capacity) shall be calculated in the same manner as applicable on Exit in accordance with article 1 4 8</p> <p>1 4 10 For the avoidance of doubt, the provisions of this article 1 4 do not affect the Proceeds referable to the Preferred Ordinary Shares on Exit, but rather solely determine the split of such Proceeds as between the VCT Investors, Limited Partnership, Core Capital LLP and the holders of A Ordinary Shares</p>	
	1 5 As regards voting	
	1 5 1 Each of the Equity Shares shall confer on the holders thereof (in that capacity) the right to receive notice of and to attend, speak and vote at all General Meetings of the Company and cast one vote	
	1 5 2 The Special Shares shall confer on the holder(s) thereof (in that capacity) the right to receive notice of and to attend and speak at all General Meetings of the Company and resolutions but shall not confer any right, (in that capacity) to vote thereat (whether in person or by proxy) unless at the date of the meeting	

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Class of share

Prescribed particulars

(a) all or any Loan Notes have become due for repayment and shall not have so been redeemed in full within one month (or such longer period as the holders of a majority of the Loan Notes agree) of the repayment date or dates specified therein (the **"Principal Default Date"**),

(b) any interest payment under the Loan Notes has become due and payable but (for whatever reason) shall not have been paid for a period within two months (or such longer period as the holders of a majority of the Loan Notes agree) following the due date (the **"Interest Default Date"**),

(c) the Company and/or any Shareholder (not being an Investor) being in material default under the Shareholders' Agreement, and/or

(d) the Company being in material default under the Facilities Agreement

(a **"Material Default"**)

in which event the holders of the Special Shares in issue at the relevant time shall together (but not separately) be entitled in that capacity to cast in relation to each resolution proposed at such meeting such number of votes in relation to each resolution proposed at such meeting comprising three-fourths of all votes so cast **BUT PROVIDED FURTHER THAT:**

(e) the holders of the Special Shares in issue at the relevant time shall not have served written notice on the Company waiving their rights under this article 1 5 2 (the **"Notice"**) prior to the Principal Default Date or Interest Default Date (as appropriate) in which case, in respect of the particular default specified in the Notice or if no such default is specified, generally, the voting rights set out in this article 1 5 2 shall be of no further effect

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

Class of share		
Prescribed particulars	1 5 3	If by virtue of (but by virtue only of) the provisions of article 1 5 2 any holder of shares (of whatever class or classes) acquires a Controlling Interest then such holder shall be exempt from the provisions of article 7 and shall not be obliged to make an offer to all the holders of all Shares in the Company as would otherwise be required by article 7 2
	1 6	As regards class consents
		Except with Investor Approval
	1 6 1	no Group Company shall modify or vary the rights attaching to any class of its shares,
	1 6 2	no Group Company shall pass any resolution for reducing its issued share capital or the amount (if any) for the time being standing to the credit of its share premium account or capital redemption reserve or for reducing any uncalled liability in respect of partly paid shares,
	1 6 3	no Group Company shall purchase or redeem any shares,
	1 6 4	no Group Company shall make any distribution payment or return to members of a capital nature including any distribution out of capital profits or capital reserves or out of profits or reserves arising from a distribution of capital profits or capital reserves by a subsidiary of the Company,
	1 6 5	no Group Company shall capitalise any undistributed profits (whether or not the same are available for distribution and including profits standing to any reserve) or any sum standing to the credit of its share premium account or capital redemption reserve,
	1 6 6	no Group Company shall transfer any profits to reserve for the purpose of reducing the amount of its profits available for distribution,
	1 6 7	save as may be provided in the Shareholders' Agreement, no Group Company shall vary or permit any variation in its issued share capital or the creation or grant of any option or other rights to subscribe for shares or

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Class of share		
Prescribed particulars	<p>securities convertible into shares in the capital of such company or make any payment to any person (whether or not a member) for giving up his right to any share capital on its cancellation or extinguishment,</p> <p>1 6 8 no Group Company shall alter its memorandum or articles of association or, in the case of any overseas subsidiary, its equivalent documents,</p> <p>1 6 9 no Group Company shall dispose of all or any part of, or any interest in, the shares or securities convertible into shares or any right to acquire shares or securities so convertible in any Group Company,</p> <p>1 6 10 no Group Company shall dispose of the whole or any substantial part of its business, undertaking or (save for current assets disposed of in the ordinary course of business) assets,</p> <p>1 6 11 no steps shall be taken to have any Group Company wound up whether for the purposes of amalgamation or reconstruction or otherwise unless a licensed insolvency practitioner shall have advised that such company is required to be wound up by reason of having become insolvent, and</p> <p>1 6 12 no Group Company shall vary the terms (including emoluments) of the service contract of any director or senior employee</p> <p>1 7 As regards appointment of directors</p> <p>1 7 1 The holders of the Special Shares in issue at the relevant time shall together be entitled from time to time to appoint one person to be a Director of the Company and to remove any such person from office and to replace such appointee by a new nominee</p> <p>1 7 2 The holders of the Special Shares in issue at the relevant time shall together be entitled from time to time to remove a director if such director shall</p> <p>(a) be unable to pay his debts within the meaning of section 272 Insolvency Act 1986 or if he makes an application for an interim order or otherwise</p>	

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Class of share

Prescribed particulars

manifests his intention to seek an Individual Voluntary Arrangement under part VIII of the said Insolvency Act,

(b) be convicted of any criminal offence which in the reasonable opinion of the Board results in the Executive's position within the Company becoming untenable (other than a motoring offence punishable only by a fine and/or a ban), or

(c) be prevented by law from holding office as a director

1 7 3 Any such appointment or removal as is referred to in paragraphs 1 7 1 or 1 7 2 above shall be made by notice in writing to the Company at the Company's registered office

1 7 4 Notwithstanding any provision of these Articles to the contrary, any person appointed as a Director pursuant to this Article may appoint such person as he thinks fit to be his alternate director

1 8 As regards quorums

1 8 1 Subject as provided in article 1 8 3 no meeting of Members shall be quorate unless those Members present include (whether in person or by a duly authorised representative or a proxy) the holders of not less than 50 per cent of the Preferred Ordinary Shares for the time being in issue

1 8 2 Subject as provided in article 1 8 3 and unless otherwise previously agreed in writing by the Investor Representative no meeting of the Directors shall be quorate unless the Investor Representative (or a duly appointed alternate) is present

1 8 3 If in the case of either a meeting of the Directors or a meeting of Members, a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place provided that in the case of

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any meeting so adjourned, the holders of not less than 50 per cent of the Preferred Ordinary Shares or (as appropriate) the Investor Representative shall not be required to attend in order for such adjourned meeting to be quorate