

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 subscrip-
tion on formation of the company or
for an allotment of a new class of
shares by an unlimited company

MONDAY



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LD3

02/09/2013

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COMPANIES HOUSE

1 Company details

Company number 0 7 2 5 9 3 6 1

Company name in full Xercise2 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 1 d 5 m 0 m 3 y 2 y 0 y 1 y 3

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
Delta		776,075	£0 50	£0 50	
Lamda		779,328	£0 50	£0 50	

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)

The 776,075 delta shares were paid up through the capitalisation of the sum of £388,037 50
standing to the credit of the merger reserve of the company
The 779,328 lamda shares were paid up through the capitalisation of the sum of £389,664 00
standing to the credit of the merger reserve

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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
Ordinary	£0 50 /		157,975	£ 78,987 50
B ordinary	£0 50 /		17,828	£ 8,914 00
C ordinary	£0 50 /		9,152	£ 4,576 00
D ordinary	£0 50 /		3,250	£ 1,625 00
Totals				£

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 ③

③ **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

② 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

③ Total number of issued shares in this class

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Statement of capital

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
E ordinary	£0 50 /		3,250	£1,625 00
F ordinary	£0 50 /		1,300	£650 00
G ordinary	£0 50 /		370	£185 00
Alpha	£0 50 /		13,483	£6,741 50
Beta	£0 50 /		46,817	£23,408 50
Gamma	£0 50 /		40,062	£20,031 00
Delta	£0 50 /		780,270	£390,135 00
Epsilon	£0 50 /		15,655	£7,827 50
Eta	£0 50 /		18,352	£9,176 00
Theta	£0 50 /		397,785	£198,892 50
Iota	£0 50 /		392,730	£196,365 00
Iota-jot	£0 50 /		7,752	£3,876 00
Kappa	£0 50 /		391,837	£195,918 50
Lambda	£0 50 /		779,504	£389,752 00
Totals			3,077,372	£1,538,686 00

① Including both the nominal value and any share premium

② E.g. Number of shares issued multiplied by nominal value of each share

③ Total number of issued shares in this class

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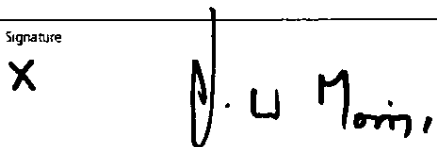
7

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		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
Class of share		
Prescribed particulars 1	The ordinary shares carry voting rights. The ordinary shares are entitled to any distribution other than a distribution out of a Designated Share Reserve or Specified Share Reserve. On a return of capital, the ordinary shareholders are entitled to the balance (if any) of assets remaining after the distribution to the Designated Shareholders of the Designated Share Reserves and to the Specified Shareholders of the Specified Share Reserves.	
Class of share	B ordinary	
Prescribed particulars 1	The B ordinary shares carry voting rights pending the distribution of the B Share Reserve. On a return of capital, the holders of the B ordinary shares are entitled to the distributions of the B Share Reserve if not previously distributed.	
Class of share	C ordinary	
Prescribed particulars 1	Following the distribution of the entire C Share Reserve on 28 September 2012, the C ordinary shares carry no voting rights and are not entitled to any further distribution or any return of capital on liquidation or otherwise.	

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Signature

I am signing this form on behalf of the company		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
Signature	Signature 	
This form may be signed by Director, Secretary, Person authorised, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager		

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

Class of share	D ordinary	
Prescribed particulars	Following the distribution of the entire D Share Reserve on 28 September 2012, the D ordinary shares carry no voting rights and are not entitled to any further distribution or any return of capital on liquidation or otherwise	

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

Class of share	E ordinary	
Prescribed particulars	Following the distribution of the entire E Share Reserve on 28 September 2012, the E ordinary shares carry no voting rights and are not entitled to any further distribution or any return of capital on liquidation or otherwise	

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

Class of share	F ordinary	
Prescribed particulars	<p>Following the distribution of the entire F Share Reserve on 28 September 2012, the F ordinary shares carry no voting rights and are not entitled to any further distribution or any return of capital on liquidation or otherwise</p>	

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

Class of share	G ordinary	
Prescribed particulars	Following the distribution of the entire G Share Reserve on 28 September 2012, the G ordinary shares carry no voting rights and are not entitled to any further distribution or any return of capital on liquidation or otherwise	

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

Class of share	Alpha	
Prescribed particulars	<p>The alpha shares carry no voting rights</p> <p>The alpha shares are entitled to a distribution/ dividend in specie comprising the whole or part of the reserve of the company defined as Alpha Share Reserve</p> <p>On a return of of capital on liquidation or otherwise, the alpha shares have a right to a distribution of surplus assets comprising so much of the Alpha Share Reserve as may not have been the subject of a prior distribution</p>	

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

Class of share	Beta	
Prescribed particulars	<p>The beta shares carry no voting rights</p> <p>The beta shares are entitled to a distribution/ dividend in specie comprising the whole or part of the reserve of the company defined as Beta Share Reserve</p> <p>On a return of of capital on liquidation or otherwise, the beta shares have a right to a distribution of surplus assets comprising so much of the Beta Share Reserve as may not have been the subject of a prior distribution</p>	

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

Class of share	Gamma	
Prescribed particulars	<p>The gamma shares carry no voting rights</p> <p>The gamma shares are entitled to a distribution/ dividend in specie comprising the whole or part of the reserve of the company defined as Gamma Share Reserve</p> <p>On a return of of capital on liquidation or otherwise, the gamma shares have a right to a distribution of surplus assets comprising so much of the Gamma Share Reserve as may not have been the subject of a prior distribution</p>	

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

Class of share	Delta	
Prescribed particulars	<p>The delta shares carry no voting rights</p> <p>The delta shares are entitled to a distribution/ dividend in specie comprising the whole or part of the reserve of the company defined as Delta Share Reserve</p> <p>On a return of of capital on liquidation or otherwise, the delta shares have a right to a distribution of surplus assets comprising so much of the Delta Share Reserve as may not have been the subject of a prior distribution</p>	

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

Class of share	Epsilon	
Prescribed particulars	<p>The epsilon shares carry no voting rights</p> <p>The epsilon shares are entitled to a distribution/ dividend in specie comprising the whole or part of the reserve of the company defined as Epsilon Share Reserve</p> <p>On a return of of capital on liquidation or otherwise, the epsilon shares have a right to a distribution of surplus assets comprising so much of the Epsilon Share Reserve as may not have been the subject of a prior distribution</p>	

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

Class of share	Eta	
Prescribed particulars	<p>The eta shares carry no voting rights</p> <p>The eta shares are entitled to a distribution/ dividend in specie comprising the whole or part of the reserve of the company defined as Eta Share Reserve</p> <p>On a return of of capital on liquidation or otherwise, the eta shares have a right to a distribution of surplus assets comprising so much of the Eta Share Reserve as may not have been the subject of a prior distribution</p>	

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

Class of share	Theta	
Prescribed particulars	<p>The theta shares carry no voting rights</p> <p>The theta shares are entitled to a distribution/ dividend in specie comprising the whole or part of the reserve of the company defined as Theta Share Reserve</p> <p>On a return of of capital on liquidation or otherwise, the eta shares have a right to a distribution of surplus assets comprising so much of the Theta Share Reserve as may not have been the subject of a prior distribution</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	iota	
Prescribed particulars	<p>The iota shares carry no voting rights</p> <p>The iota shares are entitled to a distribution/ dividend in specie comprising the whole or part of the reserve of the company defined as Iota Share Reserve</p> <p>On a return of capital on liquidation or otherwise, the eta shares have a right to a distribution of surplus assets comprising so much of the Iota Share Reserve as may not have been the subject of a prior distribution</p>	

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

Class of share	Iota-jot	
Prescribed particulars	<p>The Iota-jot shares carry no voting rights</p> <p>The Iota-jot shares are entitled to a distribution/ dividend in specie comprising the whole or part of the reserve of the company defined as Iota-Jot Share Reserve</p> <p>On a return of of capital on liquidation or otherwise, the eta shares have a right to a distribution of surplus assets comprising so much of the Iota-Jot Share Reserve as may not have been the subject of a prior distribution</p>	

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

Class of share	Kappa	
Prescribed particulars	<p>The kappa shares carry no voting rights</p> <p>The kappa shares are entitled to a distribution/ dividend in specie comprising the whole or part of the reserve of the company defined as the Kappa Share Reserve</p> <p>On a return of of capital on liquidation or otherwise, the eta shares have a right to a distribution of surplus assets comprising so much of the Kappa Share Reserve as may not have been the subject of a prior distribution</p>	

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

Class of share	Lamda	
Prescribed particulars	<p>The lamda shares carry no voting rights</p> <p>The lamda shares are entitled to a distribution/ dividend in specie comprising the whole or part of the reserve of the company defined as the Lamda Share Reserve</p> <p>On a return of of capital on liquidation or otherwise, the eta shares have a right to a distribution of surplus assets comprising so much of the Lamda Share Reserve as may not have been the subject of a prior distribution</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 **J. W MORRIS**Company name **XERCISE 2 LIMITED**Address **WATSON HOUSE****54 BAKER STREET**Post town **LONDON**

County/Region

Postcode **W1 4 7 3 4**

Country

DX

Telephone **020 7725 0800****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 enquires@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk