

SH01

Return of allotment of shares

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You can use the WebFiling service to file this form online
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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 a new class of
shares by an unlimited company

SATURDAY



1, please
at
se gov uk

1 Company details

Company number 0 7 4 4 0 1 7 1

Company name in full TIME OUT GROUP HC 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

From Date d 1 d 2 m 0 m 9 y 2 y 0 y 1 y 4

To Date d 1 d 2 m 0 m 9 y 2 y 0 y 1 y 4

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
Series 1 Preference Shares	GBP	12840595	0 01	1 00	0 00
Ordinary Shares	GBP	2600	1 00	1 00	0 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)

The Series 1 Preference shares have been allotted in consideration for
the acquisition of the entire issued share capital in Time Out New York
Limited. The value of the entire issued share capital of Time Out New
York Limited is £12,840,595 in total

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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

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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
Series 1 Preference Shares	1 00	0 00	56566942	£ 565,669 42
Series 2 Preference Shares	0 00	0 01	2145120	£ 21,451 20
Ordinary Shares	1 00	0 00	7430	£ 7,430 00
Ordinary Shares	0 00	1 00	1000	£ 1,000 00
Totals			58720492	£ 595,550 62

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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					

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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	58,720,492	
Total aggregate nominal value ④	£595,550 62	

① Including both the nominal value and any share premium

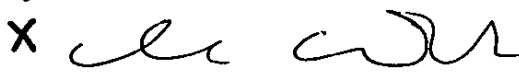
② E.g. Number of shares issued multiplied by nominal value of each share

③ Total number of issued shares in this class

Continuation Pages
Please use a Statement of Capital continuation page if necessary

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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	
Class of share	Series 1 Preference Shares	
Prescribed particulars 1	(A) Voting rights - no voting rights (B) Income rights - no right to income (C) Capital rights - holders of the Series 1 Preference Shares have rights to capital in priority to the other classes of shares and shall receive an amount equal to the subscription amount plus a premium calculated at a rate of 5% p a on the subscription amount and compounding on 31 December each year, provided that where the surplus assets are less than the aggregate, the surplus assets shall be applied pro rata to the proportion which the subscription amounts and premiums attributable to the Series 1 Preference Shares they hold bear to the aggregate of the surplus assets (D) Redemption rights - the Series 1 Preference Shares are not redeemable	
Class of share	Series 2 Preference Shares	
Prescribed particulars 1	(A) Voting rights - no voting rights (B) Income Rights - no right to income (C) Capital rights - the Series 2 Preference Shares shall have rights to capital in priority to the other classes of shares but after the Series 1 Preference Shares Holders of the Series 2 Preference shares shall receive any amount in excess of the amount applied in respect of Series 1 Preference Shares subject to a maximum of £5,145,120, divided equally between all the Series 2 Preference Shares then in issue (D) Redemption Rights - the Series 2 Preference Shares are not redeemable	
Class of share	Ordinary Shares	
Prescribed particulars 1	(A) Voting rights - one vote per share on a poll, and one vote per holder of Ordinary Shares on a show of hands (B) Income Rights - except with the consent of the holders of the Preference Shares or as otherwise agreed, no right to income while any of the Series 1 Preference Shares or Series 2 Preference Shares remain in issue Subject to the foregoing, each Ordinary Share ranks equally for any dividend declared (C) Capital rights - the Ordinary Shares shall have rights to capital after the Series 1 Preference Shares and Series 2 Preference Shares Holders of Ordinary Shares shall receive the balance pro rata to the number of shares held (D) Redemption Rights - the Ordinary Shares are not redeemable	
8	Signature	
Signature	<p>I am signing this form on behalf of the company</p> <p>Signature</p> <p>X  X</p>	
	<p>This form may be signed by Director 2, Secretary, Person authorised 3, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager</p>	
<p>1 Prescribed particulars of rights attached to shares</p> <p>The particulars are</p> <ul style="list-style-type: none"> 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 <p>A separate table must be used for each class of share</p> <p>Continuation page Please use a Statement of Capital continuation page if necessary</p>		
<p>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</p> <p>3 Person authorised Under either section 270 or 274 of the Companies Act 2006</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 Sarah Leiper

Company name Ashurst LLP

Address Broadwalk House

5 Appold Street

Post town London

County/Region

Postcode E C 2 A 2 H A

Country England

DX 639 London City

Telephone +44 (0)20 7638 1111

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