

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**
You cannot use this form
on formation of the company
for an allotment of a new
share by an unlimited

FRIDAY



1 Company details

Company number: 0 7 4 9 7 8 2 7
Company name in full: EDIF GROUP FINANCE 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: d0 d8 m1 m1 y2 y0 y1 y1
To Date: d0 d8 m1 m1 y2 y0 y1 y1

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
Ordinary	£	1087	0 01	110 53	0 00
Preference	£	30	0 001p	64,166 67	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)

355 Ordinary Shares issued in consideration for the transfer of 355
ordinary shares of £0 01 each in the capital of edif Group Management
Limited
30 Ordinary Shares issued in consideration for the assignment of the
benefit of a debt
30 Preference Shares issued in consideration for the transfer of 30
preference shares of 0 001p each in the capital of edif Group Finance
Limited

SH01

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
Preference Shares	64,116 67	0 00	30	£ 0 0003
Ordinary Shares	110 53	0 00	9197	£ 91.97
				£
				£
Totals			9227	£ 91 9703 0.00

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	① Total aggregate nominal value Please list total aggregate values in different currencies separately. For example £100 + €100 + \$10 etc
Total number of shares	9,227	
Total aggregate nominal value ④	£ 91.9703	

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

SH01

Return of allotment of shares

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

Please see attached continuation sheets

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

Class of share

Prescribed particulars
1

Class of share

Prescribed particulars
1

8 Signature

I am signing this form on behalf of the company

Signature

Signature

X  X

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

This form may be signed by
Director 2, Secretary, Person authorised 3, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager

SH01

Return of allotment of shares

**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 Tom Britton

Company name Travers Smith LLP

Address 10 Snow Hill

Post town London

County/Region

Postcode E C 1 A 2 A L

Country

DX

Telephone 020 7295 3497

**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

SH01 - continuation page

Return of allotment of shares

7

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

Class of share	Ordinary Shares	
Prescribed particulars	<p><u>SECTION A VOTING</u></p> <p>On a written resolution, every Shareholder holding one or more Preference Shares or Ordinary Shares on the date on which the resolution is circulated as required by the Companies Act 2006 (the "Act") shall, subject to sections 289 and 290 of the Act, have such number of votes for each Preference Share or Ordinary Share of which he is the holder</p> <p>On a resolution to be passed at a general meeting of the Company on a show of hands, every qualifying person (as defined in section 318(3) of the Act) present shall, subject to section 323(4) of the Act, have one vote</p> <p>On a resolution to be passed at a general meeting of the Company on a poll, every Shareholder holding one or more Preference Shares or Ordinary Shares, who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy, have such number of votes for each Preference Share or Ordinary Share of which he is the holder</p> <p><u>SECTION B DIVIDEND RIGHTS</u></p> <p>Subject to (i) the Company's board of directors (the "Board") recommending payment of the same, (ii) Investor Consent and (iii) the provisions relating to the Preference Dividend (see below), any Available Profits which the Company may determine to distribute in respect of any financial year shall be distributed by way of dividend amongst the holders of the Ordinary Shares and the Preference Shares then in issue in the same proportion as the votes attributable to their holdings of A Ordinary Shares and Preference Shares as calculated pursuant to the provisions summarised in Section A above</p> <p>13284925</p>	

SH01 - continuation page

Return of allotment of shares

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

Class of share	Ordinary Shares
Prescribed particulars	<p><u>SECTION C. RETURN OF CAPITAL</u></p> <p>On a return of capital on liquidation or otherwise (except on a redemption, save as provided for in Article 7.6.3, or purchase by the Company of any Shares), the surplus assets of the Company remaining after the payment of its liabilities and all other sums payable in priority shall be applied in the following order</p> <p>(a) in priority to any payments to be made pursuant to 8(b) and 8(c) below in paying to each holder of Preference Shares in respect of each Preference Share of which it is the holder, an amount equal to (i) 100% of the Issue Price thereof and (ii) the aggregate amount of any accruals and/or unpaid amounts of Preference Dividend and Accrued Interest (to be calculated down to and including the date of the return of capital and to be payable irrespective of whether such dividend would be unlawful by reason of there being insufficient Available Profits),</p> <p>(b) in priority to any payments to be made pursuant to 8(c), in paying to each holder of Ordinary Shares in respect of each Ordinary Share of which it is the holder, a sum equal to the Issue Price thereof,</p> <p>(c) The balance of such assets (if any) after all payments to be made in priority shall be distributed amongst the holders of the Ordinary Shares and the Preference Shares then in issue in the same proportion as the votes attributable to their holdings of Ordinary Shares and Preference Shares as calculated in accordance with the provisions summarised in Section A (above)</p> <p><u>SECTION D. REDEMPTION RIGHTS</u></p> <p>The Ordinary Shares are not redeemable</p> <p>13284079</p>

SH01 - continuation page

Return of allotment of shares

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

Class of share	Ordinary Shares	
Prescribed particulars	<p><u>SECTION E RIGHTS ON SALE</u></p> <p>1 Subject always to the provisions summarised in paragraph 2 (below), in the event of a Sale then, notwithstanding anything to the contrary in the terms and conditions governing such Sale, upon an Investor Direction, the selling Shareholders immediately prior to such Sale shall procure that the consideration (whenever received) shall be placed in a designated trustee account and shall be distributed amongst such selling Shareholders in such amounts and in such order of priority as would be applicable on a return of capital (pursuant to the provisions summarised in Section C above)</p> <p>2 In the event of a Sale occurring on or before the tenth anniversary of the date of adoption of these Articles, the monies to be distributed pursuant to the provisions set out in Section C above shall be distributed 100% amongst the holders of A Ordinary Shares and B Ordinary Shares and, for the avoidance of doubt, the holders of the Preference Shares shall not be entitled to participate in any such distribution</p> <p><u>SECTION F LIEN AND FORFEITURE</u></p> <p>The lien conferred by Regulation 52(1) of Schedule 3 to the Companies (Model Articles) Regulations (SI 2008/3229), (the "Regulations") shall attach to all Shares of any class which are not fully paid Regulation 52 shall be modified accordingly</p> <p>13284170</p>	

SH01 - continuation page

Return of allotment of shares

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

Class of share	Preference Shares	
Prescribed particulars	<p>SECTION A VOTING</p> <p>As for A Ordinary Shares above</p> <p>SECTION B DIVIDEND RIGHTS</p> <p>Subject to (i) the Company's board of directors (the "Board") recommending payment of the same, (ii) Investor Consent and (iii) the remaining provisions of this section B, any Available Profits which the Company may determine to distribute in respect of any financial year shall be distributed by way of dividend amongst the holders of the Ordinary Shares and the Preference Shares then in issue in the same proportion as the votes attributable to their holdings of Ordinary Shares and Preference Shares as calculated pursuant to the provisions of the Articles which relate to voting rights (as summarised in Section A above)</p> <p>The Company shall, without resolution of the Board or of the Shareholders and before application of any profits to reserve or for any other purpose, accrue in respect of each Preference Share a fixed cumulative preferential dividend at the annual rate of 12% of the Issue Price per Share (excluding any associated tax credit) which shall be calculated in respect of the period to 31 March of each year assuming a 365-day year (the "Preference Dividend") and shall compound and become payable on 31 March of each year (the "Preference Dividend Accrual Date")</p> <p>Subject to provisions summarised in this Section B, the Company may, in respect of any Preference Dividend due on any Preference Dividend Accrual Date, elect by the relevant Preference Dividend Accrual Date, not to pay the Preference Dividend due on that Preference Dividend Accrual Date, in which event such Preference Dividend shall not be payable in accordance with this provision but shall be payable on the date of redemption of the Preference Shares or such earlier date that the Company may elect in writing to such Preference Shareholders together with an amount equal to interest thereon at 12% per annum compounded on each Preference Dividend Accrual Date from, and including, the Preference Dividend Accrual Date on which the Preference Dividend concerned originally fell due for payment to, but excluding, the date of payment of such Preference Dividend ("Accrued Interest") Any election made by the Company pursuant to this must apply pro-rata to the Preference Shares held by the Preference Shareholders</p> <p>The Preference Dividend together with all Accrued Interest shall be paid on an Exit or, if earlier, on redemption of the relevant Preference Shares to the person registered as the holder of the relevant Preference Share or Preference Shares on that date (the "Preference Dividend Payment Date") and shall be payable by a liquidator in respect of any period after the commencement of a liquidation in priority to all other claims or rights of Shareholders in respect of share capital</p> <p>13284233</p>	

SH01 - continuation page

Return of allotment of shares

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

Class of share	Preference Shares
Prescribed particulars	<p>If the Company is unable to pay in full on the Preference Dividend Payment Date any Preference Dividend by reason of having insufficient Available Profits and is unable to create sufficient Available Profits by undertaking a reduction of share premium account in accordance with Chapter 10 of the Act then it shall on such date pay the same to the extent that it is lawfully able to do so and the unpaid amount shall carry interest at 13% per annum in respect of the period from and including the payment date concerned down to and including the date of actual payment ("Accrued Interest"), such payment to be made as soon as it is lawfully and properly able to do so</p> <p><u>SECTION C RETURN OF CAPITAL</u></p> <p>As for A Ordinary Shares</p> <p><u>SECTION D REDEMPTION</u></p> <p>1 The Preference Shares shall, subject to section 687 of the Act, be redeemed as follows</p> <p>(a) the Company shall redeem all the Preference Shares then in issue immediately prior to an Exit,</p> <p>(b) on any repayment being made in respect of the Investor Loan Notes and/or the Management Loan Notes, the Company shall at the same time redeem an equivalent proportion of the Preference Shares then in issue,</p> <p>(c) subject to Investor Consent, the Company may at any time, on notice to the holders of the Preference Shares, redeem such number of Preference Shares as shall be specified in such notice, and</p> <p>(d) to the extent not previously redeemed all the Preference Shares then in issue shall be redeemed on the Final Redemption Date</p> <p>2 If the Company is unable, because of having insufficient Available Profits and also being unable to redeem out of capital in accordance with Chapter 5 of the Act or because of the provisions of the Articles of the Company to redeem in full the relevant number of Preference Shares on the date fixed for redemption, the Company shall redeem as many of such Preference Shares as can lawfully and properly be redeemed and the Company shall redeem the balance as soon as it is lawfully and properly able to do so</p> <p>3 If the Company is at any time redeeming fewer than all the Preference Shares from time to time in issue, the number of Preference Shares to be redeemed shall be apportioned between the holders of the Preference Shares then in issue pro rata according to the number of Preference Shares held by them respectively at the date fixed for redemption</p> <p>13284377</p>

SH01 - continuation page

Return of allotment of shares

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

Class of share	Preference Shares	
Prescribed particulars	<p><u>SECTION E: RIGHTS ON SALE</u></p> <p>As for Ordinary Shares above</p> <p><u>SECTION F: LIEN AND FOREITURE</u></p> <p>As for Ordinary Shares above</p> <p><u>Definitions</u></p> <p>Adoption Date means 8 October 2011</p> <p>Available Profits means profits available for distribution within the meaning of the Act</p> <p>Bidco means ERA Technology Limited, registered in England and Wales with company number 07419599</p> <p>Group means the Parent and any company which is a subsidiary undertaking of the Parent from time to time and references to "Group Company" and "members of the Group" shall be construed accordingly</p> <p>Investment Agreement means the investment agreement dated 22 February 2011 and entered into by, amongst others, the Company</p> <p>Investor Consent or an Investor Direction shall mean the giving of a written consent or direction by the holders of not less than a majority in nominal value of the B Ordinary Shares in the Parent in issue from time to time</p> <p>Ordinary Shares means the ordinary shares of £0.01 each in the capital of the Company</p> <p>Parent means edif Group Limited</p> <p>Preference Shares means the cumulative redeemable preference shares of 0.001p each in the capital of the Company</p> <p>13284449</p>	