

SH01

Return of allotment of shares

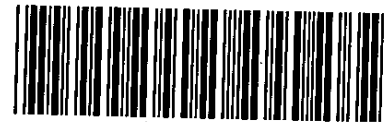


Go online to file this information
www.gov.uk/companieshouse

☒ **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 subscri
on formation of the company or
for an allotment of a new class o
shares by an unlimited company

WEDNESDAY



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07/10/2020

#7

COMPANIES HOUSE

1 Company details

Company number 0 7 6 0 3 2 5 9

Company name in full IAMFIRE PLC

→ 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 d 1 d 3 m 0 m 8 y 2 y 0 y 2 y 0

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.

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	4,000,000	0.0025	0.20	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 shares were issued in exchange for 10% of the issued share capital of
Bio 2 Pure Limited from existing shareholders, see attached valuation
report.

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4

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 Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	Number of shares	Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value	Total aggregate amount unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium
Currency table A				
GBP	Deferred	2,047,350	£506,719.125	
GBP	Ordinary	32,005,683	£80,014.2075	
		Totals	34,053,033	£586,733.3325
				£0.00

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
34,053,033	£586,733.3325	£0.00

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

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5 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**.

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.

Class of share

Deferred

Prescribed particulars
1

The holders of deferred shares shall not be entitled to receive any dividend or distribution and shall only be entitled to any repayment of capital on a winding up once the holders of new shares have received £1,000,000 in respect of each ordinary share held by them.

Class of share

Ordinary

Prescribed particulars
1

The shares have attached to them full voting, dividend and capital distribution (including on winding up) rights; they do not confer any rights of redemption.

Class of share

Prescribed particulars
1**6 Signature**

I am signing this form on behalf of the company.

Signature

Signature

X



X

This form may be signed by:

Director 1, Secretary, Person authorised 1, 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	Nicole Hopson
Company name	Druces LLP
Address	Salisbury House
	London Wall
Post town	London
County/Region	
Postcode	E C 2 M S P S
Country	United Kingdom
DX	
Telephone	02076389271

**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

IamFire Plc
Salisbury House
London Wall
London
EC2M 5PS

Our ref 48002/JCA/CRC

Your ref

DDI

Email

12 August 2020

Dear Sirs

Report of the independent accountant to IamFire Plc for the purposes of section 593(1) of the Companies Act 2006

We report on the value of the consideration for the allotment to the Bio2pure Limited ("Bio2") shareholders of 4,000,000 ordinary shares (the "Shares") having a nominal value of £0.0001 each, to be issued at a premium of £0.1999 per share, making a total of £0.20 per share. The Shares and the share premium are to be treated as fully paid up.

The consideration for the allotment of the Shares to the Bio2 shareholders is based on an Enterprise value of Bio2 of £8,000,000. The consideration reflects a 10% shareholding of Bio2 being £800,000.

Basis of valuation

Bio2 was valued by the IamFire Plc Directors on 7 August 2020 in accordance with the principles set out within the International Private Equity and Venture Capital Valuation Guidelines. This included a discounted cashflow and an EBITDA multiple over future earnings.

Opinion

In our opinion this method of valuation of the 10% shareholding in Bio2 was reasonable in all the circumstances. There appears to have been no material change in the value of the consideration since the date at which the valuation was made.

On the basis of the valuations, in our opinion, the value of the total consideration is not less than the aggregate of the nominal value and share premium to be treated as paid up by the consideration.

Yours faithfully

PKF Littlejohn LLP

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