

SH01

Return of allotment of shares



Companies House



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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 NOT for**
You cannot use this form to give
notice of shares taken on formation of the company
for an allotment of a new share by an unlimited

FRIDAY



LD4 *L5F6BAW0* 09/09/2016 #101
COMPANIES HOUSE

1 Company details

Company number 08167130

Company name in full Roofoods Ltd

→ **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 8 m 0 m 8 y 2 y 0 y 1 y 6
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	Series E Convertible Preferred	1,157,613	0.0001	180.95	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)

N/A

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Statement of capital

Complete the table below to show the issued share capital
Complete a separate table for each currency

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
GBP	Ordinary	1,000,000	£100 00	
GBP	Ordinary	76,666	£7 6666	
GBP	Series A Convertible Preferred	328,947	£32 8947	
GBP	Series B Convertible Preferred	440,579	£44 0579	
GBP	Series C Convertible Preferred	491,566	£49 1566	
GBP	Series D Convertible Preferred	469,150	£46 9150	
GBP	Series E Convertible Preferred	1,157,613	£115 7613	
Totals		3,964,521	396 4521	0 00

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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 share capital tables in Section 4

Class of share

Ordinary

Prescribed particulars
①

Each share entitles the holder thereof to vote in any circumstances
Each share entitles the holder thereof to a *pari passu* share of any dividend payment or any other distribution
Each share entitles the holder thereof to a *pari passu* share in a distribution arising from a winding up of the company
Ordinary Shares are not to be redeemed and are not liable to be redeemed at the option of the company or the shareholder

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

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

Series A Convertible Preferred

Prescribed particulars
①

Each share is convertible into an Ordinary Share
Together with the Series B Convertible Preferred Shares, Series C Convertible Preferred Shares, Series D Convertible Preferred Shares and the Series E Convertible Preferred Shares, each share ranks senior to all other shares of the company in all respects
Series A Convertible Preferred Shares shall not be redeemable
Each share entitles the holder thereof to vote on an as-converted basis

Class of share

Series B Convertible Preferred

Prescribed particulars
①

Each share is convertible into an Ordinary Share
Together with the Series A Convertible Preferred Shares, Series C Convertible Preferred Shares, Series D Convertible Preferred Shares and the Series E Convertible Preferred Shares, each share ranks senior to all other shares of the company in all respects
Series B Convertible Preferred Shares shall not be redeemable
Each share entitles the holder thereof to vote on an as-converted basis

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Signature

I am signing this form on behalf of the company

Signature

Signature

X



AUTHORISED SIGNATORY OF
NOROSE COMPANY
SECRETARIAL SERVICES LTD

X

This form may be signed by
Director ②, Secretary, Person authorised ②, 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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5 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	Series C Convertible Preferred	
Prescribed particulars	<p>Each share is convertible into an Ordinary Share Together with the Series A Convertible Preferred Shares, Series B Convertible Preferred Shares, Series D Convertible Preferred Shares and the Series E Convertible Preferred Shares, each share ranks senior to all other shares of the company in all respects Series C Convertible Preferred Shares shall not be redeemable Each share entitles the holder thereof to vote on an as-converted basis</p>	

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5 Statement of capital (prescribed particulars of rights attached to shares)		
Class of share	Series D Convertible Preferred	
Prescribed particulars	Each share is convertible into an Ordinary Share Together with the Series A Convertible Preferred Shares, Series B Convertible Preferred Shares, Series C Convertible Preferred Shares and the Series E Convertible Preferred Shares, each share ranks senior to all other shares of the company in all respects Series D Convertible Preferred Shares shall not be redeemable Each share entitles the holder thereof to vote on an as-converted basis	

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

Class of share	Series E Convertible Preferred	
Prescribed particulars	<p>Each share is convertible into an Ordinary Share Together with the Series A Convertible Preferred Shares, Series B Convertible Preferred Shares, Series C Convertible Preferred Shares and the Series D Convertible Preferred Shares, each share ranks senior to all other shares of the company in all respects Series E Convertible Preferred Shares shall not be redeemable Each share entitles the holder thereof to vote on an as-converted basis</p>	

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Please give details of the shares allotted, including bonus shares

① Currency
If currency details are not completed we will assume currency is in pound sterling

[illegible]

In accordance with
Section 555 of the
Companies Act 2006

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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

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

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Statement of capital

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

Please use a Statement of Capital continuation page if necessary				
Currency	Class of shares	Number of shares	Aggregate nominal value (£, €, \$, etc)	Total aggregate amount unpaid, if any (£, €, \$, etc)
Complete a separate table for each currency	Eg Ordinary/Preference etc		Number of shares issued multiplied by nominal value	Including both the nominal value and any share premium
Currency table A				
Totals				
Currency table B				
Totals				
Currency table C				
Totals				
Totals (including continuation pages)		Total number of shares	Total aggregate nominal value ①	Total aggregate amount unpaid ①

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

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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	Clive Weston
Company name	Norton Rose Fulbright LLP
Address	3 More London Riverside
Post town	London
County/Region	
Postcode	S E 1 2 A Q
Country	United Kingdom
DX	
Telephone	+44 2074446500



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