

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

WEDNESDAY



A33 18/11/2015 #5
COMPANIES HOUSE

e
k

1 Company details

Company number 0 8 2 3 4 4 6 0

Company name in full LOVE ME BEAUTY LIMITED

→ **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 1 2 1 1 2 0 1 5
To Date

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 |
|----------------------------------------------------|------------|------------------------------|--------------------------------|--------------------------------------------------------------|-------------------------------------------------------------------------|
| A ORDINARY | ESTERLING | 1244 | 0.001 | 20.11 | |
| | | | | | |
| | | | | | |

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)

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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

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 |
|----------------------------------------------------|-----------------------------------|-------------------------------------------|--------------------|---------------------------|
| SEE CONTINUATION PAGE | | | | £ |
| | | | | £ |
| | | | | £ |
| | | | | £ |
| 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 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 | 150466 | | |
| Total aggregate nominal value ② | £150.466 | | |

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

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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 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

ORDINARY SHARES

Prescribed particulars
1

1 1 The A Ordinary Shares and the Ordinary Shares shall rank equally in all respects save (1) that at any time the aggregate voting rights exercisable by The Mercia Fund and any other shareholder that is connected (as defined in section 1122 of the Corporation Tax Act 2010) to any or all of The Mercia Fund shall not exceed 49.99% of the total voting rights in the Company and (11) as set out below

1 2 In the event of a return of assets on a liquidation or capital reduction or otherwise, the Liquidation Surplus shall be distributed as follows

SEE CONTINUATION SHEETS

Class of share

A ORDINARY SHARES

Prescribed particulars
1

1 1 The A Ordinary Shares and the Ordinary Shares shall rank equally in all respects save (1) that at any time the aggregate voting rights exercisable by The Mercia Fund and any other shareholder that is connected (as defined in section 1122 of the Corporation Tax Act 2010) to any or all of The Mercia Fund shall not exceed 49.99% of the total voting rights in the Company and (11) as set out below

1 2 In the event of a return of assets on a liquidation or capital reduction or otherwise, the Liquidation Surplus shall be distributed as follows

SEE CONTINUATION SHEETS

Class of share

Prescribed particulars
1

8

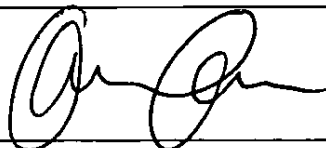
Signature

I am signing this form on behalf of the company

Signature

Signature

X



X

This form may be signed by
Director 2, Secretary, Person authorised 3, 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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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 **CHRISTINA OBRIEN**

Company name **Mills & Reeve LLP**

Address **1 St James Court**

Whitefriars

Post town **Norwich**

County/Region **Norfolk**

Postcode

| | | | | | | |
|---|---|---|--|---|---|---|
| N | R | 3 | | 1 | R | U |
|---|---|---|--|---|---|---|

Country **United Kingdom**

DX **DX 5210 Norwich**

Telephone **01603 660155**



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

Please complete the table below to show any class of shares held in other currencies. Please complete a separate table for each currency.

| Currency | £STERLING | | | |
|---------------------------------------------------|-----------------------------------|-------------------------------------------|--------------------|---------------------------|
| 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 SHARES | 0.001 | | 100000 | 100.00 |
| A ORDINARY | 7.50 | | 20000 | 20.00 |
| A ORDINARY | 8.75 | | 11428 | 11.428 |
| A ORDINARY | 14.05 | | 17794 | 17.794 |
| A ORDINARY | 20.11 | | 1244 | 1.244 |
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| | | | | |
| | | | | |
| | | | | |
| Totals | | | 150466 | 150.466 |

2 Total number of issued shares in this class

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

| Class of share | ORDINARY SHARES | |
|------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| Prescribed particulars | <p>1.2.1 first, each Equity Shareholder shall be entitled in respect of their Equity Shares to payment of an amount per Equity Share equal to the nominal value of that Equity Share or, if the Liquidation Surplus is insufficient to enable payment to each Equity Shareholder for all the Equity Shares held by them then such Liquidation Surplus shall be paid to the Equity Shareholders in proportion to the number of Equity Shares held by each of them;</p> <p>1.2.2 thereafter if there is any remaining Liquidation Surplus each Equity Shareholder shall be entitled in respect of their Equity Shares to payment of an amount per Equity Share equal to the Individual Premium or, if the remaining Liquidation Surplus is insufficient to enable payment of the Individual Premium to be made then such remaining Liquidation Surplus shall be paid to the Equity Shareholders in proportion to the aggregate premium paid in respect of the Equity Shares held by them;</p> <p>1.2.3 thereafter if there is any remaining Liquidation Surplus each Equity Shareholder shall be entitled in respect of their Equity Shares to payment of such amount per Equity Share (if any) as will ensure that after payment pursuant to paragraph 1.2.2 has been made all Equity Shareholders will have received (whether pursuant to this paragraph 1.2 or other distribution) the Maximum Return or, if the remaining Liquidation Surplus is insufficient to enable all Equity Shareholders to have received the Maximum Return then such remaining Liquidation Surplus shall be paid to Equity Shareholders in such proportions as to ensure that as far as possible all Equity Shareholders will have received the Maximum Return after payment has been made pursuant to paragraph 1.2.2; and</p> <p>1.2.4 thereafter any balance shall be paid to the Equity Shareholders in proportion to the number of Equity Shares held by each of them.</p> <p>1.3 In the event of an Asset Sale, the Company shall thereupon be wound up and the assets available distributed in accordance with paragraph 1.2.</p> <p>---See Continuation Sheet---</p> | |

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

| Class of share | ORDINARY SHARES | |
|------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| Prescribed particulars | <p>1.4 In the event of a Sale at any time prior to the occurrence of an IPO where the Exit Valuation is lower than or equal to the Issue Price paid by the holders of the A Shares, the total of all and any consideration received (whether in cash or otherwise) in respect of the Shares that are the subject of the Sale shall be re-allocated between the sellers of such Shares so as to ensure that the Sale proceeds are distributed as follows:</p> <p>1.4.1 first in paying to the holders of the A Shares any Arrears;</p> <p>1.4.2 second in paying to the holders of the A Shares the Issue Price paid for the A Shares; and</p> <p>1.4.3 the balance (if any) of such assets shall be distributed amongst the holders of the Ordinary Shares and the A Shares pari passu as if the same constituted one class of share.</p> <p>For the avoidance of doubt:</p> <p>1.4.4 in the event of a Sale at any time prior to the occurrence of an IPO where the Exit Valuation is greater than the Issue Price paid by the holders of the A Shares, the total of all and any consideration received (whether in cash or otherwise) in respect of the Shares that are the subject of the Sale shall be re-allocated between the sellers of such Shares in proportion to the number of such Shares held by each of them; and</p> <p>1.4.5 this paragraph 1.4 shall not apply at any time following the occurrence of an IPO.</p> <p>---See Continuation Sheet---</p> | |

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

| | | |
|------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| Class of share | ORDINARY SHARES | |
| Prescribed particulars | <p>Definitions</p> <p>"A Shares" means the A ordinary shares of £0.001 each in the capital of the Company;</p> <p>"Arrears" means all arrears, accruals and deficiencies of any dividend or other sums payable in respect of the relevant Share whether or not earned or declared and irrespective of whether or not the Company has had, at any time, sufficient distributable profits to pay such dividend or sums, together with all interest and other amounts payable thereon;</p> <p>"Asset Sale" means the completion of a sale of all or substantially all (as a going concern) of the business and assets of the Company and/or its subsidiaries;</p> <p>"Equity Shareholder" means a holder of Equity Shares,</p> <p>"Equity Shares" means Ordinary Shares and A Shares;</p> <p>"Exit Valuation" means the price per share on a Sale, being, the aggregate amount of consideration received and to be received by the shareholders in respect of Shares the subject of the Sale together with any non cash consideration which might reasonably be considered to form part of the aggregate consideration payable in respect of the Sale divided by the total number of Equity Shares the subject of the Sale;</p> <p>"Individual Premium" means in respect of a Equity Share, the premium paid in respect of that Equity Share;</p> <p>"Investment Fund" means a fund, partnership, company, syndicate or other entity whose principal business is to make investments and whose business is managed by an Investment Manager;</p> <p>"Investment Manager" means a person whose principal business is to make, manage or advise upon investments;</p> <p>---See Continuation Sheet---</p> | |

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

| Class of share | ORDINARY SHARES |
|------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Prescribed particulars | <p>"IPO" means the listing of the entire share capital or Ordinary Share capital of the company to trading on a public market or stock exchange;</p> <p>"Issue Price" means in relation to any Share, the amount paid up or credited as paid up on it (including the full amount of any premium at which such Share was issued whether or not such premium is applied for any purpose after that),</p> <p>"Liquidation Surplus" means on a return of assets on a liquidation or capital reduction or otherwise, the assets of the Company remaining after the payment of its liabilities;</p> <p>"Maximum Return" means the maximum value of the cumulative amount paid per Equity Share that any one of the Equity Shareholders would have received following payment under paragraphs 1 2 1 and 1 2 2,</p> <p>"Ordinary Shares" means ordinary shares of £0.001 each in the capital of the Company,</p> <p>"Sale" The transfer (whether through a single transaction or a series of transactions) of Shares as a result of which any person (or persons connected with each other, or persons acting in concert with each other (within the meaning given in the City Code on Takeovers and Mergers as in force at the date of the transfer)) would hold or acquire beneficial ownership of or over that number of shares in the Company which in aggregate confers more than 50 per cent of the voting rights normally exercisable at general meetings of the Company except where immediately following completion of the transfer or sale the shareholders and the proportion of shares held by each of them in the acquirer are the same as the shareholders and their shareholding proportions in the Company immediately prior to the transfer or sale,</p> <p>"The Mercia Fund" means MERCIA GROWTH NOMINEES 3 LIMITED (company number 08886535) and), MERCIA DIGITAL NOMINEES LIMITED (company number 09197595) and MERCIA GROWTH NOMINEES 4 LIMITED (company number 09461920), in each case whose registered office is at Forward House, 17 High Street, Henley-In-Arden, Warwickshire B95 5AA, acting by their manager Mercia Fund Management Limited (company number 06973399) whose registered office is at Forward House, 17 High Street, Henley-In-Arden, Warwickshire B95 5AA and any other Investment Fund which is managed by the Investment Manager of any or all of Mercia Growth Nominees 3 Limited, and/or Mercia Digital Nominees Limited and/or Mercia Growth Nominees 4 Limited and any holding company of Mercia Fund Management Limited or any such other Investment Manager and any direct or indirect wholly owned subsidiary or subsidiary undertaking of any such holding company in each case from time to time and which is a holder of Shares</p> |

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7

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

| Class of share | A ORDINARY SHARES |
|------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Prescribed particulars | <p>"IPO" means the listing of the entire share capital or Ordinary Share capital of the company to trading on a public market or stock exchange,</p> <p>"Issue Price" means in relation to any Share, the amount paid up or credited as paid up on it (including the full amount of any premium at which such Share was issued whether or not such premium is applied for any purpose after that),</p> <p>"Liquidation Surplus" means on a return of assets on a liquidation or capital reduction or otherwise, the assets of the Company remaining after the payment of its liabilities,</p> <p>"Maximum Return" means the maximum value of the cumulative amount paid per Equity Share that any one of the Equity Shareholders would have received following payment under paragraphs 1 2 1 and 1 2 2,</p> <p>"Ordinary Shares" means ordinary shares of £0.001 each in the capital of the Company,</p> <p>"Sale" The transfer (whether through a single transaction or a series of transactions) of Shares as a result of which any person (or persons connected with each other, or persons acting in concert with each other (within the meaning given in the City Code on Takeovers and Mergers as in force at the date of the transfer)) would hold or acquire beneficial ownership of or over that number of shares in the Company which in aggregate confers more than 50 per cent of the voting rights normally exercisable at general meetings of the Company except where immediately following completion of the transfer or sale the shareholders and the proportion of shares held by each of them in the acquirer are the same as the shareholders and their shareholding proportions in the Company immediately prior to the transfer or sale,</p> <p>"The Mercia Fund" means MERCIA GROWTH NOMINEES 3 LIMITED (company number 08886535) and), MERCIA DIGITAL NOMINEES LIMITED (company number 09197595) and MERCIA GROWTH NOMINEES 4 LIMITED (company number 09461920), in each case whose registered office is at Forward House, 17 High Street, Henley-In-Arden, Warwickshire B95 5AA, acting by their manager Mercia Fund Management Limited (company number 06973399) whose registered office is at Forward House, 17 High Street, Henley-In-Arden, Warwickshire B95 5AA and any other Investment Fund which is managed by the Investment Manager of any or all of Mercia Growth Nominees 3 Limited, and/or Mercia Digital Nominees Limited and/or Mercia Growth Nominees 4 Limited and any holding company of Mercia Fund Management Limited or any such other Investment Manager and any direct or indirect wholly owned subsidiary or subsidiary undertaking of any such holding company in each case from time to time and which is a holder of Shares</p> |