Companies House

SH01(ef)

Return of Allotment of Shares

Company Name: **BORROWMYDOGGY LIMITED**
Company Number: **08339960**

Received for filing in Electronic Format on the: **10/03/2017**

X61W3XFT

Shares Allotted (including bonus shares)

Date or period during which shares are allotted	From	To
	01/09/2016	**01/12/2016**

Class of Shares: **ORDINARY**
Currency: **GBP**

Number allotted **174680**
Nominal value of each share **0.0001**
Amount paid: **2.2065**
Amount unpaid: **0**

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	**DEFERRED**	Number allotted	**179675**
Currency:	**GBP**	Aggregate nominal value:	**17.9675**

Prescribed particulars

LIQUIDATION EVENT ON A LIQUIDATION EVENT, THE ASSETS OF THE COMPANY REMAINING AFTER THE PAYMENT OF ITS LIABILITIES SHALL BE APPLIED AMONGST, AND DISTRIBUTED TO, THE SHAREHOLDERS PRO RATE AS TO THE NUMBER OF SHARES HELD EACH SHAREHOLDER. FURTHER TO SUCH PAYMENT, IN RELATION TO DEFERRED SHARES, FOLLOWING A DISTRIBUTION PURSUANT TO THIS ARTICLE 3.1 OF NOT LESS THAN £1,000,000 PER ORDINARY SHARE, AN AMOUNT EQUAL TO 1P PER DEFERRED SHARE. ANY BALANCE THEREAFTER SHALL BE APPLIED AMONGST, AND DISTRIBUTED TO, THE SHAREHOLDERS PRO RATA TO THE NUMBER OF SHARES HELD BY EACH SHAREHOLDER. AS SOON AS PRACTICABLE AFTER THE RECEIPT OF THE CONSIDERATION PAYABLE TO THE COMPANY IN RESPECT OF A BUSINESS SALE, THE COMPANY SHALL DISTRIBUTE THE ASSETS OF THE COMPANY AFTER PAYMENT OF ITS LIABILITIES IN ACCORDANCE WITH ARTICLE 3.1 OF THE ARTICLES. IN THE EVENT OF A SHARE SALE THEN, NOTWITHSTANDING ANYTHING TO THE CONTRARY IN THE TERMS AND CONDITIONS GOVERNING SUCH SHARE SALE THE SELLING HOLDERS OF SHARES SHALL IMMEDIATELY PRIOR TO SUCH SHARE SALE PROCURE THAT THE CONSIDERATION ("SALE PROCEEDS"), WHENEVER IT IS RECEIVED, SHALL BE PLACED IN A DESIGNATED TRUSTEE ACCOUNT AND SHALL BE DISTRIBUTED AMONGST SUCH SELLING HOLDERS OF SHARES IN SUCH AMOUNTS AND IN SUCH ORDER OF PRIORITY AS WOULD BE APPLICABLE ON A LIQUIDATION EVENT PURSUANT TO ARTICLE 3.1. IF ANY AVAILABLE ASSETS ON A LIQUIDATION EVENT OR ANY SALE PROCEEDS INCLUDE: (I) ANY NON-CASH ASSETS OR PROCEEDS (“NON-CASH CONSIDERATION”); AND/OR (II) ANY DEFERRED AND/OR CONTINGENT ASSETS OR PROCEEDS ("DELAYED CONSIDERATION”) THEN ARTICLES 3.1 AND 3.3 SHALL APPLY TO SUCH NON-CASH CONSIDERATION AND/OR DELAYED CONSIDERATION IN SUCH MANNER AS THE BOARD (ACTING REASONABLY AND IN GOOD FAITH) MAY DETERMINE (INCLUDING, WITHOUT LIMITATION, AS TO THE CASH EQUIVALENT VALUE OF ANY SUCH ASSETS OR PROCEEDS AND/OR THE TIMING OF ANY PAYMENT OR DISTRIBUTION THEREOF). DIVIDENDS THE HOLDERS OF DEFERRED SHARES ARE NOT ENTITLED TO RECEIVE ANY DIVIDENDS. VOTING THE DEFERRED SHARES (IF ANY) SHALL NOT ENTITLE THE HOLDERS OF THEM TO RECEIVE NOTICE OF, TO ATTEND, TO SPEAK OR TO VOTE AT ANY GENERAL MEETING OF THE COMPANY NOR TO RECEIVE OR VOTE ON,

OR OTHERWISE CONSTITUTE AN ELIGIBLE MEMBER FOR THE PURPOSES OF, PROPOSED WRITTEN RESOLUTIONS OF THE COMPANY. REDEMPTION SUBJECT TO THE ACT, ANY DEFERRED SHARES MAY BE REDEEMED BY THE COMPANY AT ANY TIME AT ITS OPTION FOR ONE PENNY FOR ALL THE DEFERRED SHARES REGISTERED IN THE NAME OF ANY HOLDER(S) WITHOUT OBTAINING THE SANCTION OF THE HOLDER(S). THE ALLOTMENT OR ISSUE OF DEFERRED SHARES OR THE CONVERSION OR RE-DESIGNATION OF SHARES INTO DEFERRED SHARES SHALL BE DEEMED TO CONFER IRREVOCABLE AUTHORITY ON THE COMPANY AT ANY TIME AFTER THEIR ALLOTMENT, ISSUE, CONVERSION OR RE-DESIGNATION, WITHOUT OBTAINING THE SANCTION OF SUCH HOLDER(S), TO: (A) APPOINT ANY PERSON TO EXECUTE ANY TRANSFER (OR ANY AGREEMENT TO TRANSFER) SUCH DEFERRED SHARES TO SUCH PERSON(S) AS THE COMPANY MAY DETERMINE (AS NOMINEE OR CUSTODIAN THEREOF OR OTHERWISE); AND/OR (B) GIVE, ON BEHALF OF SUCH HOLDER, CONSENT TO THE CANCELLATION OF SUCH DEFERRED SHARES; AND/OR (C) PURCHASE SUCH DEFERRED SHARES IN ACCORDANCE WITH THE ACT (ONLY WITH THE WRITTEN CONSENT OF THE SUPER MAJORITY), (D) IN ANY SUCH CASE (I) FOR A PRICE BEING NOT MORE THAN AN AGGREGATE SUM OF ONE PENNY FOR ALL THE DEFERRED SHARES REGISTERED IN THE NAME OF SUCH HOLDER(S) AND (II) WITH THE COMPANY HAVING AUTHORITY PENDING SUCH TRANSFER, CANCELLATION ANDLOR PURCHASE TO RETAIN THE CERTIFICATES (IF ANY) IN RESPECT THEREOF.

Class of Shares:	**ORDINARY**	Number allotted	**2187431**
Currency:	**GBP**	Aggregate nominal value:	**218.74**

Prescribed particulars

LIQUIDATION EVENT ON A LIQUIDATION EVENT, THE ASSETS OF THE COMPANY REMAINING AFTER THE PAYMENT OF ITS LIABILITIES SHALL BE APPLIED AMONGST, AND DISTRIBUTED TO, THE SHAREHOLDERS PRO RATA AS TO THE NUMBER OF SHARES HELD EACH SHAREHOLDER. FURTHER TO SUCH PAYMENT, IN RELATION TO DEFERRED SHARES, FOLLOWING A DISTRIBUTION PURSUANT TO THIS ARTICLE 3.1 OF NOT LESS THAN £1,000,000 PER ORDINARY SHARE, AN AMOUNT EQUAL TO IP PER DEFERRED SHARE. ANY BALANCE THEREAFTER SHALL BE APPLIED AMONGST, AND DISTRIBUTED TO, THE SHAREHOLDERS PRO RATS TO THE NUMBER OF SHARES HELD BY EACH SHAREHOLDER. AS SOON AS PRACTICABLE AFTER THE RECEIPT OF THE CONSIDERATION PAYABLE TO THE COMPANY IN RESPECT OF A BUSINESS SALE, THE COMPANY SHALL DISTRIBUTE THE ASSETS OF THE COMPANY AFTER PAYMENT OF ITS LIABILITIES IN ACCORDANCE WITH ARTICLE 3.1 OF THE ARTICLES. IN THE EVENT OF A SHARE

SALE THEN, NOTWITHSTANDING ANYTHING TO THE CONTRARY IN THE TERMS AND CONDITIONS GOVERNING SUCH SHARE SALE THE SELLING HOLDERS OF SHARES SHALL IMMEDIATELY PRIOR TO SUCH SHARE SALE PROCURE THAT THE CONSIDERATION (SALE PROCEEDS), WHENEVER IT IS RECEIVED, SHALL BE PLACED IN A DESIGNATED TRUSTEE ACCOUNT AND SHALL BE DISTRIBUTED AMONGST SUCH SELLING HOLDERS OF SHARES IN SUCH AMOUNTS AND IN SUCH ORDER OF PRIORITY AS WOULD BE APPLICABLE ON A LIQUIDATION EVENT PURSUANT TO ARTICLE 3.1. IF ANY AVAILABLE ASSETS ON A LIQUIDATION EVENT OR ANY SALE PROCEEDS INCLUDE: (I) ANY NON-CASH ASSETS OR PROCEEDS (“NON-CASH CONSIDERATION"); AND/OR (II) ANY DEFERRED AND/OR CONTINGENT ASSETS OR PROCEEDS ("DELAYED CONSIDERATION") THEN ARTICLES 3.1 AND 3.3 SHALL APPLY TO SUCH NON-CASH CONSIDERATION AND/OR DELAYED CONSIDERATION IN SUCH MANNER AS THE BOARD (ACTING REASONABLY AND IN GOOD FAITH) MAY DETERMINE (INCLUDING, WITHOUT LIMITATION, AS TO THE CASH EQUIVALENT VALUE OF ANY SUCH ASSETS OR PROCEEDS AND/OR THE TIMING OF ANY PAYMENT OR DISTRIBUTION THEREOF). DIVIDENDS ALL DIVIDENDS SHALL BE PAID TO ALL SHAREHOLDERS PRO RATA AS TO THE NUMBER OF SHARES HELD BY EACH SHAREHOLDER. THE HOLDERS OF DEFERRED SHARES ARE NOT ENTITLED TO RECEIVE ANY DIVIDENDS. VOTING EACH ORDINARY SHARE SHALL CARRY THE RIGHT TO RECEIVE NOTICE OF AND TO ATTEND, SPEAK AND VOTE AT ALL GENERAL MEETINGS OF THE COMPANY. REDEMPTION THE SHARES ARE NOT REDEEMABLE.

Statement of Capital (Totals)

Currency:	**GBP**	Total number of shares:	**2367106**
		Total aggregate nominal value:	**236.7075**
		Total aggregate amount unpaid:	**0**

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Administrator, Administrative Receiver, Receiver, Receiver Manager, CIC Manager.