

# RP04

## Second filing of a document previously delivered



### ✓ What this form is for

You can only use this form to file a second filing of a document delivered under the Companies Act 2006 on or after 1 October 2009 that held inaccuracies.

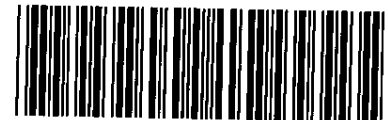
A second filing of a document must only be filed where it is providing corrected information that has been properly delivered but inaccuracies still appear on the register.

### ✗ What this form is NOT for

You cannot use this form to file a second filing of a document delivered under the Companies Act 1985 or the Companies (Northern Ireland) Order 1986 regardless of when it was delivered.

A second filing of a document cannot be filed where it is information that was originally properly delivered. Form RP04 is used in these circumstances.

For further information, please refer to our guidance at [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)



\*ABHVQZ8X\*

A1

30/11/2022

#55

COMPANIES HOUSE

WEDNESDAY

## 1 Company details

Company number	0	8	5	1	1	1	5	2
Company name in full	Second Nature Healthy Habits Ltd							

→ **Filling in this form**  
Please complete in typescript or in bold black capitals.  
All fields are mandatory unless specified or indicated by \*

## 2 Applicable documents

This form **only** applies to the following forms:

- AP01 Appointment of director
- AP02 Appointment of corporate director
- AP03 Appointment of secretary
- AP04 Appointment of corporate secretary
- CH01 Change of director's details
- CH02 Change of corporate director's details
- CH03 Change of secretary's details
- CH04 Change of corporate secretary's details
- TM01 Termination of appointment of director
- TM02 Termination of appointment of secretary
- SH01 Return of allotment of shares
- AR01 Annual Return
- CS01 Confirmation statement (Parts 1-5 only)
- PSC01 Notice of individual person with significant control (PSC)
- PSC02 Notice of relevant legal entity (RLE) with significant control
- PSC03 Notice of other registrable person (ORP) with significant control
- PSC04 Change of details of individual person with significant control (PSC)
- PSC05 Change of details of relevant legal entity (RLE) with significant control
- PSC06 Change of details of other registrable person (ORP) with significant control
- PSC07 Notice of ceasing to be a person with significant control (PSC), relevant legal entity (RLE), or other registrable person (ORP)
- PSC08 Notification of PSC statements
- PSC09 Update to PSC statements

RP04

Second filing of a document previously delivered

### 3 Description of the original document

Document type ①

SH01 - statement of capital following an allotment of shares on 30 June 2022.

#### ① Description of the original document

Please enter the document type (e.g. a Return of allotment of shares—SH01) and any distinguishing information if more than one document of that type was filed on the same day.

Date of registration of the original document

<sup>d</sup>1<sup>d</sup>1<sup>m</sup>0<sup>m</sup>7<sup>y</sup>2<sup>y</sup>0<sup>y</sup>2<sup>y</sup>2

### 4 Section 243 or 790ZF Exemption ②

If you are applying for, or have been granted, exemption under section 243 or 790ZF of the Companies Act 2006 and the document(s) you are updating contain(s) your usual residential address, please post this form along with the updated document(s) to the address below:

The Registrar of Companies, PO BOX 4082, Cardiff, CF14 3WE.

② If you are currently in the process of applying for or have been granted a Section 243 or 790ZF exemption, you may wish to check that you have not entered your usual residential address as the service address in the accompanying form (e.g. AP01 or CH01).

RP04

Second filing of a document previously delivered



### 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

Company name **OHS Secretaries Limited**

Address **9th Floor, 107 Cheapside**

Post town **London**

County/Region

Postcode **E C 2 V 6 D N**

Country **United Kingdom**

DX

Telephone



### Checklist

**We may return 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 can only use this form to file a second filing of a document delivered to the Registrar of Companies under the Companies Act 2006 on or after 1 October 2009 that held inaccuracies.
- ☐ If you are updating a document where you have previously paid a fee, do not send a fee along with this form.
- ☐ You have enclosed the second filed document(s).
- ☐ If the company to which this document relates has signed up to the PROOF (PROtected Online Filing) scheme, you must also deliver with this form, and the second filed document(s), a PR03 form 'Consent for paper filing.'



### 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.

#### **Section 243 or 790ZF exemption**

If you are applying for or have been granted a section 243 or 790ZF exemption, please post this whole form to the different postal address below:

The Registrar of Companies, PO Box 4082,  
Cardiff, CF14 3WE.



### Further information

For further information, please see the guidance notes on the website at [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse) or email [enquiries@companieshouse.gov.uk](mailto: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](http://www.gov.uk/companieshouse)**

SH01

Return of allotment of shares

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
<b>Currency table A</b>				
GBP	Ordinary	14,012,611	£140.12611	
GBP	Seed	4,834,419	£48.34419	
GBP	Series A	7,049,146	£70.49146	
<b>Totals</b>		25,896,176	£258.96176	£0.00

<b>Currency table B</b>				
<b>Totals</b>				

<b>Currency table C</b>				
<b>Totals</b>				

<b>Totals (including continuation pages)</b>		Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
		25,896,176	£258.96176	£0.00

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

In accordance with  
Section 555 of the  
Companies Act 2006.

# SH01

## Return of allotment of shares



Go online to file this information  
[www.gov.uk/companieshouse](http://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 subscribers  
on formation of the company or  
for an allotment of a new class of  
shares by an unlimited company.

For further information, please  
refer to our guidance at  
[www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

### 1 Company details

Company number

Company name in full

→ **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 <sup>1</sup>

From Date

To Date

➊ **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.)

➋ **Currency**  
If currency details are not  
completed we will assume currency  
is in pound sterling.

Currency <sup>2</sup>	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	279	0.00001	0.00001	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)

In accordance with  
Section 555 of the  
Companies Act 2006.

## SH01 - continuation page

### Return of allotment of shares

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

Class of share	Series A
Prescribed particulars	<p>DIVIDEND RIGHTS ALL EQUITY SHARES SHALL RANK PARI PASSU IN RESPECT OF DIVIDENDS, AND DIVIDENDS SHALL BE PAID PRO RATA ACCORDING TO THE NUMBER OF EQUITY SHARES HELD BY EACH SHAREHOLDER RESPECTIVELY (B) THE DEFERRED SHARES SHALL CARRY NO RIGHTS TO DIVIDENDS. ON LIQUIDATION / RETURN OF CAPITAL ON A LIQUIDATION, REDUCTION OF CAPITAL, DISSOLUTION OR WINDING UP OF THE COMPANY (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE BY THE COMPANY OF SHARES), THE SURPLUS ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AMONG THE SHAREHOLDERS AFTER PAYMENT OF ITS LIABILITIES (THE "SURPLUS ASSETS") SHALL BE APPLIED, IN THE FOLLOWING ORDER OF PRIORITY (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO): (I) FIRST, IN PAYING THE HOLDERS OF THE DEFERRED SHARES, IF ANY, A TOTAL OF £1.00 FOR THE ENTIRE CLASS OF DEFERRED SHARES (WHICH PAYMENT SHALL BE DEEMED SATISFIED BY PAYMENT TO ANY ONE HOLDER OF DEFERRED SHARES); (II) SECOND, IN PAYING A SUM EQUAL TO £X PLUS £100 (WHERE X IS AN AMOUNT EQUAL TO THE ORIGINAL PURCHASE PRICE OF ALL THE SERIES A2 SHARES IN ISSUE AT THE RELEVANT TIME PLUS ANY ARREARS OR ACCRUALS OF DIVIDEND (IF ANY) ON SUCH SERIES A2 SHARES DUE OR DECLARED UNPAID ("SERIES A2 DUE DIVIDEND") AND AN AMOUNT EQUAL TO THE ORIGINAL PURCHASE PRICE OF ALL THE SERIES A3 SHARES DUE OR DECLARED BUT UNPAID ("SERIES A3 DUE DIVIDEND")) TO BE DISTRIBUTED AS TO 0.0001% TO THE HOLDERS OF THE ORDINARY SHARES, SEED SHARES AND SERIES A SHARES PRO-RATA ACCORDING TO THE NUMBER OF ORDINARY SHARES, SEED SHARES AND SERIES A SHARES HELD BY THEM AND AS TO THE BALANCE TO THE HOLDERS OF THE SERIES A2 SHARES AND SERIES A3 SHARES (AS APPLICABLE) SUCH THAT EACH HOLDER OF SERIES A2 SHARES AND SERIES A3 SHARES (AS APPLICABLE) RECEIVES IN RESPECT OF EACH SERIES A2 SHARE AND SERIES A3 SHARE (AS APPLICABLE) HELD THE ORIGINAL PURCHASE PRICE OF THAT SERIES A2 SHARE AND SERIES A3 SHARE (AS APPLICABLE) PLUS THE AMOUNT OF ANY SERIES A2 DUE DIVIDEND AND SERIES A3 DIVIDEND (AS APPLICABLE) PROVIDING THAT, WHERE THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY THE AMOUNTS, THE SURPLUS ASSETS SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE ORDINARY SHARES, SEED SHARES, SERIES A SHARES, SERIES A2 SHARES AND SERIES A3 VOTING RIGHTS EQUITY SHAREHOLDER PRESENT IN PERSON OR (IF A CORPORATION) PRESENT BY A REPRESENTATIVE DULY AUTHORISED IN ACCORDANCE WITH THE ACT WHO IS NOT ALSO HIMSELF AN EQUITY SHAREHOLDER ENTITLED TO VOTE, SHALL HAVE ONE VOTE, AND ON A POLL EVERY EQUITY SHAREHOLDER SHALL HAVE ONE VOTE FOR EVERY EQUITY SHARE OF WHICH HE IS THE HOLDER (IN THE CASE OF HOLDERS OF PREFERRED SHARES, AS THOUGH THE PREFERRED SHARES OF SUCH HOLDER HAD BEEN FULLY CONVERTED INTO ORDINARY SHARES PRE-EMPTION RIGHTS ON ISSUE UNLESS OTHERWISE AGREED BY SPECIAL RESOLUTION INCLUDING THE INVESTOR MAJORITY, THE COMPANY SHALL NOT ALLOT AND ISSUE ANY NEW SECURITIES TO ANY PERSON UNLESS THE COMPANY HAS, IN THE FIRST INSTANCE, OFFERED SUCH NEW SECURITIES TO ALL MAJOR INVESTORS ON THE SAME TERMS</p>

SH01

Return of allotment of shares

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	Ordinary
Prescribed particulars ①	ALL EQUITY SHARES SHALL RANK PARI PASSU IN RESPECT OF DIVIDENDS AND DIVIDENDS SHALL BE PAID PRO RATA ACCORDING TO NUMBER OF EQUITY SHARES HELD
Class of share	Seed
Prescribed particulars ①	ALL EQUITY SHARES SHALL RANK PARI PASSU IN RESPECT OF DIVIDENDS AND DIVIDENDS SHALL BE PAID PRO RATA ACCORDING TO NUMBER OF EQUITY SHARES HELD
Class of share	Series A
Prescribed particulars ①	See attached schedule

6

**Signature**

I am signing this form on behalf of the company.

Signature

Signature Director for and on behalf of OHS Secretaries Limited

X

*Christopher A. Grew*

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.

In accordance with  
Section 555 of the  
Companies Act 2006.

## SH01 - continuation page

### Return of allotment of shares

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

Class of share	Series A (Continued)	
Prescribed particulars	<p>AND AT THE SAME PRICE AS THOSE NEW SECURITIES ARE PROPOSED TO BE ALLOTTED AND ISSUED, ON A PARI PASSU AND PRO RATA BASIS TO THE NUMBERS OF EQUITY SHARES HELD BY THOSE MAJOR INVESTORS AS BETWEEN THEMSELVES (IN THE CASE OF THE PREFERRED SHARES, AS THOUGH THE PREFERRED SHARES HAD BEEN FULLY CONVERTED INTO ORDINARY SHARES. DRAG ALONG IF THE INVESTOR MAJORITY AND AT LEAST ONE FOUNDING SHAREHOLDER (THE "SELLING SHAREHOLDERS") WITH BOARD APPROVAL WISH TO TRANSFER ALL THEIR INTEREST IN SHARES (THE "SELLERS' SHARES") TO A BONA FIDE PROPOSED PURCHASER ON ARM'S LENGTH TERMS, THE SELLING SHAREHOLDERS SHALL HAVE THE OPTION (THE "DRAG ALONG OPTION") TO REQUIRE ALL THE OTHER HOLDERS OF SHARES (EACH A "CALLED SHAREHOLDER" AND TOGETHER THE "CALLED SHAREHOLDERS") TO SELL AND TRANSFER ALL THEIR SHARES TO THE PROPOSED PURCHASER OR AS THE PROPOSED PURCHASER SHALL DIRECT (THE "DRAG PURCHASER"). THE A2/A3 SHARES ARE NOT REDEEMABLE.</p>	



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

Company name

OHS Secretaries Limited

Address

9th Floor

107 Cheapside

Post town

London

County/Region

Postcode

E C 2 V 6 D N

Country

United Kingdom

DX

Telephone

**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](http://www.gov.uk/companieshouse) or email [enquiries@companieshouse.gov.uk](mailto: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](http://www.gov.uk/companieshouse)