

SH01

Return of allotment of shares



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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 on
formation of the company
for an allotment of a new
share by an unlimited company.

THURSDAY



A7K944IX
A20 06/12/2018 #294
COMPANIES HOUSE

1 Company details

Company number 0 8 6 7 4 6 3 3

Company name in full UNIPLACES 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 ¹⁰

From Date d 0 d 8 m 1 m 1 y 2 y 0 y 1 y 8

To Date d 1 d 2 m 1 m 1 y 2 y 0 y 1 y 8

¹⁰ **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 A SHARES	846961	0.0001	1.77	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)

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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				
	PLEASE SEE CONTINUATION PAGE			
	Totals			
Currency table B				
	Totals			
Currency table C				
	Totals			
		Total number of shares	Total aggregate nominal value ^①	Total aggregate amount unpaid ^①
Totals (including continuation pages)		28,661,911	2866.1911	0.00

^① Please list total aggregate values in different currencies separately.
For example: £100 + €100 + \$10 etc.

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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

PLEASE SEE CONTINUATION PAGE

Prescribed particulars

①

Class of share

Prescribed particulars

①

Class of share

Prescribed particulars

①

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.

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Signature

I am signing this form on behalf of the company.

Signature

Signature

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 14402

Company name
Irwin Mitchell LLP

Address 40 Holborn Viaduct

Post town London

County/Region

Postcode E C 1 N 2 P Z

Country

DX

Telephone 0370 1500 100



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.



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.



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

Statement of capital

Totals

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

Class of share	ORDINARY	
Prescribed particulars	<p><u>On a return of capital or winding-up</u></p> <p>Subject to (1) the payment of a total of £1.00 for the entire class of Deferred shares and (2) the payment of the issue price in respect of each Series A share, the balance of the surplus assets (if any) shall be distributed among the holders of Ordinary shares, A shares, B shares and C shares pro rata to the number of Ordinary shares, A shares, B shares and C shares held as if the A shares, B shares, C shares and the Ordinary shares were one class of share, provided that on a liquidation or other return of capital (including the redemption or repurchase of shares) the aggregate amount payable to Atomico III, LP and Atomico III (Jersey), LP and any shareholder that is a "company" for the purposes of the independence requirement in section 296(2) of the Income Tax Act 2007 ("Corporate Shareholder") and any shareholder that is a connected person to that Corporate Shareholder (as determined in accordance with the provisions of section 1122 of the Corporation Tax Act 2010) shall not exceed 50% of the assets of the Company available amongst the participants (as defined in section 454 of the Corporation Tax Act 2010) of the Company at that time.</p> <p><u>On a share sale</u></p> <p>Subject to (1) the payment of a total of £1.00 for the entire class of Deferred shares and (2) the payment of the issue price in respect of each Series A share, the balance of the proceeds of sale (if any) shall be distributed among the holders of Ordinary shares, A shares, B shares and C shares pro rata to the number of Ordinary shares, A shares, B shares and C shares held as if the A shares, B shares, C shares and the Ordinary shares were one class of share.</p> <p><u>Voting</u></p> <p>Each ordinary share carries one vote on a show of hands or on a poll, subject to the aggregate number of votes attaching to all the shares of any class held by any one corporate shareholder (a corporate shareholder being defined as any shareholder which for the purpose of the independence requirement in section 296(2) of the Income Tax Act 2007 is defined as a company) and any shareholder that is a connected person to that corporate shareholder (as determined in accordance with the provisions of section 1122 of the Corporation Tax Act 2010) being restricted to the lower of the number of votes such corporate shareholder together with all connected persons would be entitled to by reason of the total number of shares held or 49.99% of the total vote.</p> <p><u>Dividends</u></p> <p>Profits distributed in any financial period will be distributed as to (1) a total payment of £1.00 for the entire class of Deferred shares and (2) amongst the holders of the Series A shares, Ordinary shares, A shares, B shares and C shares in proportion to the number of shares held by them pari passu as if the Series A shares, Ordinary shares, A shares, B shares and C shares constituted one class of share, provided that on any distribution of profits the aggregate amount payable to Atomico III, LP and Atomico III (Jersey), LP and any shareholder that is a "company" for the purposes of the independence requirement in section 296(2) of the Income Tax Act 2007 ("Corporate Shareholder") and any shareholder that is a Connected Person in relation to that Corporate Shareholder (as determined in accordance with the provisions of section 1122 of the Corporation Tax Act 2010) shall not exceed 50% of the profits available for distribution amongst the participants (as defined in section 454 of the Corporation Tax Act 2010) of the Company at that time.</p>	

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

Class of share	ORDINARY A
Prescribed particulars	<p>On a return of capital or winding-up Subject to (1) the payment of a total of £1.00 for the entire class of Deferred shares and (2) the payment of the issue price in respect of each Series A share, the balance of the surplus assets (if any) shall be distributed among the holders of Ordinary shares, A shares, B shares and C shares pro rata to the number of Ordinary shares, A shares, B shares and C shares held as if the A shares, B shares, C shares and the Ordinary shares were one class of share, provided that on a liquidation or other return of capital (including the redemption or repurchase of shares) the aggregate amount payable to Atomico III, LP and Atomico III (Jersey), LP and any shareholder that is a "company" for the purposes of the independence requirement in section 296(2) of the Income Tax Act 2007 ("Corporate Shareholder") and any shareholder that is a connected person to that Corporate Shareholder (as determined in accordance with the provisions of section 1122 of the Corporation Tax Act 2010) shall not exceed 50% of the assets of the Company available amongst the participants (as defined in section 454 of the Corporation Tax Act 2010) of the Company at that time.</p> <p>On a share sale Subject to (1) the payment of a total of £1.00 for the entire class of Deferred shares and (2) the payment of the issue price in respect of each Series A share, the balance of the proceeds of sale (if any) shall be distributed among the holders of Ordinary shares, A shares, B shares and C shares pro rata to the number of Ordinary shares, A shares, B shares and C shares held as if the A shares, B shares, C shares and the Ordinary shares were one class of share.</p> <p>Voting Each a share carries one vote on a show of hands or on a poll, subject to the aggregate number of votes attaching to all the shares of any class held by any one corporate shareholder (a corporate shareholder being defined as any shareholder which for the purpose of the independence requirement in section 296(2) of the Income Tax Act 2007 is defined as a company) and any shareholder that is a connected person to that corporate shareholder (as determined in accordance with the provisions of section 1122 of the Corporation Tax Act 2010) being restricted to the lower of the number of votes such corporate shareholder together with all connected persons would be entitled to by reason of the total number of shares held or 49.99% of the total vote.</p> <p>Dividends Profits distributed in any financial period will be distributed as to (1) a total payment of £1.00 for the entire class of Deferred shares and (2) amongst the holders of the Series A shares, Ordinary shares, A shares, B shares and C shares in proportion to the number of shares held by them pari passu as if the Series A shares, Ordinary shares, A shares, B shares and C shares constituted one class of share, provided that on any distribution of profits the aggregate amount payable to Atomico III, LP and Atomico III (Jersey), LP and any shareholder that is a "company" for the purposes of the independence requirement in section 296(2) of the Income Tax Act 2007 ("Corporate Shareholder") and any shareholder that is a Connected Person in relation to that Corporate Shareholder (as determined in accordance with the provisions of section 1122 of the Corporation Tax Act 2010) shall not exceed 50% of the profits available for distribution amongst the participants (as defined in section 454 of the Corporation Tax Act 2010) of the Company at that time.</p>

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

Class of share	ORDINARY B
Prescribed particulars	<p><u>On a return of capital or winding-up</u></p> <p>Subject to (1) the payment of a total of £1.00 for the entire class of Deferred shares and (2) the payment of the issue price in respect of each Series A share, the balance of the surplus assets (if any) shall be distributed among the holders of Ordinary shares, A shares, B shares and C shares pro rata to the number of Ordinary shares, A shares, B shares and C shares held as if the A shares, B shares, C shares and the Ordinary shares were one class of share, provided that on a liquidation or other return of capital (including the redemption or repurchase of shares) the aggregate amount payable to Atomico III, LP and Atomico III (Jersey), LP and any shareholder that is a "company" for the purposes of the independence requirement in section 296(2) of the Income Tax Act 2007 ("Corporate Shareholder") and any shareholder that is a connected person to that Corporate Shareholder (as determined in accordance with the provisions of section 1122 of the Corporation Tax Act 2010) shall not exceed 50% of the assets of the Company available amongst the participators (as defined in section 454 of the Corporation Tax Act 2010) of the Company at that time.</p> <p><u>On a share sale</u></p> <p>Subject to (1) the payment of a total of £1.00 for the entire class of Deferred shares and (2) the payment of the issue price in respect of each Series A share, the balance of the proceeds of sale (if any) shall be distributed among the holders of Ordinary shares, A shares, B shares and C shares pro rata to the number of Ordinary shares, A shares, B shares and C shares held as if the A shares, B shares, C shares and the Ordinary shares were one class of share.</p> <p><u>Voting</u></p> <p>Each B share carries one vote on a show of hands or on a poll, subject to the aggregate number of votes attaching to all the shares of any class held by any one corporate shareholder (a corporate shareholder being defined as any shareholder which for the purpose of the independence requirement in section 296(2) of the income tax act 2007 is defined as a company) and any shareholder that is a connected person to that corporate shareholder (as determined in accordance with the provisions of section 1122 of the Corporation Tax Act 2010) being restricted to the lower of the number of votes such corporate shareholder together with all connected persons would be entitled to by reason of the total number of shares held or 49.99% of the total vote.</p> <p><u>Dividends</u></p> <p>Profits distributed in any financial period will be distributed as to (1) a total payment of £1.00 for the entire class of Deferred shares and (2) amongst the holders of the Series A shares, Ordinary shares, A shares, B shares and C shares in proportion to the number of shares held by them pari passu as if the Series A shares, Ordinary shares, A shares, B shares and C shares constituted one class of share, provided that on any distribution of profits the aggregate amount payable to Atomico III, LP and Atomico III (Jersey), LP and any shareholder that is a "company" for the purposes of the independence requirement in section 296(2) of the Income Tax Act 2007 ("Corporate Shareholder") and any shareholder that is a Connected Person in relation to that Corporate Shareholder (as determined in accordance with the provisions of section 1122 of the Corporation Tax Act 2010) shall not exceed 50% of the profits available for distribution amongst the participators (as defined in section 454 of the Corporation Tax Act 2010) of the Company at that time.</p>

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

Class of share	ORDINARY C
Prescribed particulars	<p>Voting Each C share carries one vote on a show of hands or on a poll, subject to the aggregate number of votes attaching to all the shares of any class held by any one corporate shareholder (a corporate shareholder being defined as any shareholder which for the purpose of the independence requirement in section 296(2) of the Income Tax Act 2007 is defined as a company) and any shareholder that is a connected person to that corporate shareholder (as determined in accordance with the provisions of section 1122 of the Corporation Tax Act 2010) being restricted to the lower of the number of votes such corporate shareholder together with all connected persons would be entitled to by reason of the total number of shares held or 49.99% of the total vote.</p> <p>Dividends Profits distributed in any financial period will be distributed as to (1) a total payment of £1.00 for the entire class of Deferred shares and (2) amongst the holders of the Series A shares, Ordinary shares, A shares, B shares and C shares in proportion to the number of shares held by them pari passu as if the Series A shares, Ordinary shares, A shares, B shares and C shares constituted one class of share, provided that on any distribution of profits the aggregate amount payable to Atomico III, LP and Atomico III (Jersey), LP and any shareholder that is a "company" for the purposes of the independence requirement in section 296(2) of the Income Tax Act 2007 ("Corporate Shareholder") and any shareholder that is a Connected Person in relation to that Corporate Shareholder (as determined in accordance with the provisions of section 1122 of the Corporation Tax Act 2010) shall not exceed 50% of the profits available for distribution amongst the participants (as defined in section 454 of the Corporation Tax Act 2010) of the Company at that time.</p> <p>On a return of capital or winding-up Subject to (1) the payment of a total of £1.00 for the entire class of Deferred shares and (2) the payment of the issue price in respect of each Series A share, the balance of the surplus assets (if any) shall be distributed among the holders of Ordinary shares, A shares, B shares and C shares pro rata to the number of Ordinary shares, A shares, B shares and C shares held as if the A shares, B shares, C shares and the Ordinary shares were one class of share, provided that on a liquidation or other return of capital (including the redemption or repurchase of shares) the aggregate amount payable to Atomico III, LP and Atomico III (Jersey), LP and any shareholder that is a "company" for the purposes of the independence requirement in section 296(2) of the Income Tax Act 2007 ("Corporate Shareholder") and any shareholder that is a Connected Person in relation to that Corporate Shareholder (as determined in accordance with the provisions of section 1122 of the Corporation Tax Act 2010) shall not exceed 50% of the assets of the Company available amongst the participants (as defined in section 454 of the Corporation Tax Act 2010) of the Company at that time.</p> <p>On a share sale Subject to (1) the payment of a total of £1.00 for the entire class of Deferred shares and (2) the payment of the issue price in respect of each Series A share, the balance of the proceeds of sale (if any) shall be distributed among the holders of Ordinary shares, A shares, B shares and C shares pro rata to the number of Ordinary shares, A shares, B shares and C shares held as if the A shares, B shares, C shares and the Ordinary shares were one class of share.</p>

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

Class of share	SERIES A
Prescribed particulars	<p>Voting Each series a share carries one vote on a show of hands or on a poll, subject to the aggregate number of votes attaching to all the shares of any class held by any one corporate shareholder (a corporate shareholder being defined as any shareholder which for the purpose of the independence requirement in section 296(2) of the income tax act 2007 is defined as a company) and any shareholder that is a connected person to that corporate shareholder (as determined in accordance with the provisions of section 1122 of the corporation tax act 2010) being restricted to the lower of the number of votes such corporate shareholder together with all connected persons would be entitled to by reason of the total number of shares held or 49.99% of the total vote.</p> <p>Dividends Profits distributed in any financial period will be distributed as to (1) a total payment of £1.00 for the entire class of Deferred shares and (2) amongst the holders of the Series A shares, Ordinary shares, A shares, B shares and C shares in proportion to the number of shares held by them pari passu as if the Series A shares, Ordinary shares, A shares, B shares and C shares constituted one class of share, provided that on any distribution of profits the aggregate amount payable to Atomico III, LP and Atomico III (Jersey), LP and any shareholder that is a "company" for the purposes of the independence requirement in section 296(2) of the Income Tax Act 2007 ("Corporate Shareholder") and any shareholder that is a Connected Person in relation to that Corporate Shareholder (as determined in accordance with the provisions of section 1122 of the Corporation Tax Act 2010) shall not exceed 50% of the profits available for distribution amongst the participants (as defined in section 454 of the Corporation Tax Act 2010) of the Company at that time.</p> <p>On a return of capital or winding-up Subject to the payment of a total of £1.00 for the entire class of Deferred shares, and assuming that the Series A shares have not been converted into Ordinary shares prior to the liquidation or return of capital event, in priority to all other classes of shares each Series A share carries the right to a distribution equal to its issue price ("Preference Amount"), if the amount to be distributed is insufficient to pay the Preference Amount per share, the amount to be distributed shall be paid to the Series A shareholders pro rata to their respective holdings of Series A shares.</p> <p>On a share sale Following the payment of a total of £1.00 for the entire class of Deferred shares, the Series A shares shall be entitled in priority to the Ordinary shares, A shares, B shares and C shares the right to a distribution of the Preference Amount or, if the amount to be distributed is insufficient to pay the Preference Amount per share, the amount to be distributed shall be paid to the Series A shareholders pro rata to their respective holdings of Series A shares.</p> <p>Anti-dilution protection The Series A shares have rights to subscribe for further shares in the event that the Company issues any class of shares at a price less than the issue price of the Series A shares.</p>