In accordance with Section 555 of the Companies Act 2006.

SH01

Return of allotment of shares

BLUEPRINT 2000

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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 NO
You cannot use this fo notice of shares taken on formation of the co for an allotment of a n shares by an unlimited

THURSDAY

A649LQG3
A24 13/04/2017 #381
COMPANIES HOUSE

1 Company details

Company number	0 8 8 6 2 0 6 3
Company name in full	Ovo Group 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 ❶

From Date	d 3 d 0	m 0 m 9	y 2 y 0 y 1 y 6
To Date	d d	m m	y y y y

❶ 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.)

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

Currency ❷	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	C Ordinary	3,549	0.00001	13.40	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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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
Currency table A				
GB-GBP	See attached schedule			
	Totals			
Currency table B				
	Totals			
Currency table C				
	Totals			

	Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
Totals (including continuation pages)	16,078,907	£160.78907	£0.00

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

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4 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
Pounds Sterling	A Ordinary	11,549,110	£115.4911	
Pounds Sterling	B Ordinary	98,921	£0.98921	
Pounds Sterling	C Ordinary	80,726	£0.80726	
Pounds Sterling	D1 Ordinary	756,474	£7.56474	
Pounds Sterling	D2 Ordinary	132,110	£1.3211	
Pounds Sterling	D3 Ordinary	274,521	£2.74521	
Pounds Sterling	D4 Ordinary	212,042	£2.12042	
Pounds Sterling	D5 Ordinary	241,676	£2.41676	
Pounds Sterling	Deferred	308,556	£3.08556	
Pounds Sterling	Preferred	2,424,771	£24.24771	
	Totals	16,078,907	£160.78907	£0.00

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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**.

Class of share	A Ordinary
Prescribed particulars ❶	The A Ordinary shares have full voting rights. The A Ordinary shares have rights to dividend subject to the priority rights of the Preference shares. On a return of capital, the A Ordinary shares have subordinated rights pro rata with the B Ordinary shares and the C Ordinary shares, subject to the priority rights of the Preferred shares and the D Ordinary shares. The A Ordinary shares do not confer any rights of redemption.
Class of share	B Ordinary
Prescribed particulars ❶	B Ordinary shares have no voting or dividend rights. On a return of capital, the B Ordinary shares have subordinated rights pro rata with the A Ordinary shares and the C Ordinary shares, subject to the priority rights of the Preferred shares and the D Ordinary shares. The B Ordinary shares do not confer any rights of redemption.
Class of share	C Ordinary
Prescribed particulars ❶	The C Ordinary shares have no voting or dividend rights. On a return of capital, the C Ordinary shares have subordinated rights pro rata with the A Ordinary shares and the B Ordinary shares, subject to the priority rights of the Preferred shares and the D Ordinary shares. The C Ordinary shares do not confer any rights of redemption.

❶ 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.

6 Signature

I am signing this form on behalf of the company.

Signature

Signature
X X

This form may be signed by:
Director ❷, Secretary, Person authorised ❸, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

❷ 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.

❸ 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	D1 Ordinary
Prescribed particulars	The D1 Ordinary shares have no voting or dividend rights. The D1 Ordinary shares have priority rights on a return of capital in common with the D2, D3 and D4 Ordinary shares. The D1 shares do not confer any rights of redemption.

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

Class of share	D2 Ordinary
Prescribed particulars	The D2 Ordinary shares have no voting or dividend rights. The D2 Ordinary shares have priority rights on a return of capital in common with the D1, D3 and D4 Ordinary shares. The D2 shares do not confer any rights of redemption.

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

Class of share	D3 Ordinary
Prescribed particulars	The D3 Ordinary shares have no voting or dividend rights. The D3 Ordinary shares have priority rights on a return of capital in common with the D1, D2 and D4 Ordinary shares. The D3 shares do not confer any rights of redemption.

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

Class of share	D4 Ordinary
Prescribed particulars	The D4 Ordinary shares have no voting or dividend rights. The D4 Ordinary shares have priority rights on a return of capital in common with the D1, D2 and D3 Ordinary shares. The D4 shares do not confer any rights of redemption.

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

Class of share	D5 Ordinary
Prescribed particulars	The D5 Ordinary shares have no voting or dividend rights. The D5 Ordinary shares have priority rights on a return of capital in common with the D1, D2, D3 and D4 Ordinary shares. The D5 shares do not confer any rights of redemption.

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

Class of share	Deferred
Prescribed particulars	Deferred shares have no voting or dividend rights. Deferred shares do not confer any rights of redemption. The Deferred Shares shall on a return of assets in a winding up or otherwise entitle the holder only to the repayment of the amounts paid up on such shares after repayment of £10 million per issued A Ordinary Share, B Ordinary Share, C Ordinary Share and D Ordinary Share.

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

Class of share	Preferred
Prescribed particulars	Preferred shares have full voting rights. The Preferred shares have priority rights to dividend and on a return of capital. The Preferred shares do not confer any right of redemption.

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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	
Company name	Osborne Clarke LLP
Address	2 Temple Back East
	Temple Quay
Post town	Bristol
County/Region	
Postcode	B S 1 6 E G
Country	United Kingdom
DX	7818 Bristol
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 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