

SH01

Return of allotment of shares

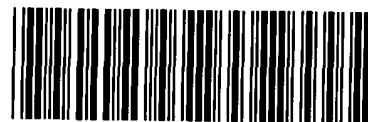


Go online to file this information
www.gov.uk/companieshouse

☒ **What this form is for**
You may use this form to give
notice of shares allotted following
incorporation.

☐ **What this form is NOT**
You cannot use this form to
give notice of shares taken by
on formation of the company
for an allotment of a new
share by an unlimited company.

THURSDAY



L63AM1M8
LD5 30/03/2017 #191
COMPANIES HOUSE

1 Company details

Company number 09090198

Company name in full JAC TRAVEL GROUP (HOLDINGS) 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 d 2 d 7 m 0 m 1 y 2 y 0 y 1 y 7
To Date d d m m y y y y

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.

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	Ordinary D	450	0.01	0.01	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				
GB-GBP	See attached schedule			
		Totals		

Currency table B				
		Totals		

Currency table C				
		Totals		

Totals (including continuation pages)

Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
21,497,663	£7,883.1142715	£0.00

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

Statement of capital

Complete a separate table for each currency.

Totals	21,497,663	£7,883.1142715	£0.00
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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	See attached schedules
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Prescribed particulars ❶	See attached schedules
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Class of share	
----------------	--

Prescribed particulars ❶	
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Class of share	
----------------	--

Prescribed particulars ❶	
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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.

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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	£0.01 Ordinary A	
Prescribed particulars	<p>The A Ordinary shares and the C Ordinary shares (the "Voting Shares") shall have the following voting rights a) one vote for each A Ordinary share held and b) to the extent that each A Ordinary shareholder holds one or more C Ordinary share such further votes in respect of such one or more C Ordinary shares (together with any voting rights such holder has pursuant to the holding of any other shares) as are required to entitle that person to exercise five per cent in aggregate of total votes at a general meeting of the Company. The A Ordinary shares have attached to them full dividend rights; they do not confer any rights of redemption. On a winding up, liquidation or other return of capital, the surplus assets of the Company available for distribution to the shareholders after the payment of its liabilities shall after any distributions having been made to the holders of the Preference shares as required by the articles of association, be applied in the following order i) paying to each holder of the A Ordinary shares an amount equal to the Cost per Security (as defined in the Articles of Association) pro rata to the number of A Ordinary shares held. Any such payments made to the holders of the A Ordinary shares shall rank pari passu with any such payments made to the holders of the B Ordinary shares, the C Ordinary shares and the D Ordinary shares; ii) the payment of the Hurdle Amount (as defined in the Articles of Association) or such lesser amount as may be available for distribution to the holders of shares, to the holders of the A Ordinary shares, B Ordinary shares and the C Ordinary shares, such payment to be made to the holders of the said shares pro rata to the number of relevant shares owned as if the A Ordinary shares, the B Ordinary shares and the C Ordinary shares constituted a single class of share. The balance of any assets available for distribution after distributions having been made to the Preference shareholders, any distributions pursuant to clauses (i) and (ii) above to the holders of A Ordinary shares, the B Ordinary shares and C Ordinary shares and any distributions made pursuant to clause (ii) of the rights attached to the D Ordinary shares (as per the prescribed particulars attached) shall be distributed to the holders of the A Ordinary shares, the B Ordinary shares and the C Ordinary shares pro rata to the relevant holdings of such shares as if the A Ordinary shares, the B Ordinary shares and the C Ordinary shares constituted a single class of share.</p>	

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

Class of share	£0.01 Ordinary B	
Prescribed particulars	<p>The B Ordinary shares have attached to them full dividend rights; the B Ordinary shares shall not confer on the holders thereof any right to vote. On a winding up, liquidation or other return of capital, the surplus assets of the Company available for distribution to the shareholders after the payment of its liabilities shall after any distributions having been made to the holders of the Preference shares as required by the articles of association, be applied in the following order i) paying to each holder of the B Ordinary shares an amount equal to the Cost per Security (as defined in the Articles of Association) pro rata to the number of B Ordinary shares held. Any such payments made to the holders of the B Ordinary shares shall rank pari passu with any such payments made to the holders of the A Ordinary shares, the C Ordinary shares and the D Ordinary shares; ii) the payment of the Hurdle Amount (as defined in the Articles of Association) or such lesser amount as may be available for distribution to the holders of shares, to the holders of the A Ordinary shares, B Ordinary shares and the C Ordinary shares, such payment to be made to the holders of the said shares pro rata to the number of relevant shares owned as if the A Ordinary shares, the B Ordinary shares and the C Ordinary shares constituted a single class of share. The balance of any assets available for distribution after distributions having been made to the Preference shareholders, any distributions pursuant to clauses (i) and (ii) above to the holders of A Ordinary shares, the B Ordinary shares and the C Ordinary shares and any distributions made pursuant to clause (ii) of the rights attached to the D Ordinary shares (as per the prescribed particulars attached) shall be distributed to the holders of the A Ordinary shares, the B Ordinary shares and the C Ordinary shares pro rata to the relevant holdings of such shares as if the A Ordinary shares, the B Ordinary shares and the C Ordinary shares constituted a single class of share. The B Ordinary shares may be redeemed at the request of the holder who is not a Leaver (as defined in the Articles of Association).</p>	

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

Class of share	£1.00 Ordinary C	
Prescribed particulars	<p>The A Ordinary shares and the C Ordinary shares (the "Voting Shares") shall have the following voting rights a) one vote for each A Ordinary share held and b) to the extent that each A Ordinary shareholder holds one or more C Ordinary share such further votes in respect of such one or more C Ordinary shares (together with any voting rights such holder has pursuant to the holding of any other shares) as are required to entitle that person to exercise five per cent in aggregate of total votes at a general meeting of the Company. The C Ordinary shares have attached to them full dividend rights; they do not confer any rights of redemption. On a winding up, liquidation or other return of capital, the surplus assets of the Company available for distribution to the shareholders after the payment of its liabilities shall after any such distributions having been made to the holders of the Preference shares as required by the articles of association, be applied in the following order i) paying to each holder of the C Ordinary shares an amount equal to the Cost per Security (as defined in the Articles of Association) pro rata to the number of C Ordinary shares held. Any such payments made to the holders of the C Ordinary shares shall rank pari passu with any such payments made to the holders of the A Ordinary shares, the B Ordinary shares and the D Ordinary shares; ii) the payment of the Hurdle Amount (as defined in the Articles of Association) or such lesser amount as may be available for distribution to the holders of shares, to the holders of the A Ordinary shares, B Ordinary shares and the C Ordinary shares, such payment to be made to the holders of the said shares pro rata to the number of relevant shares owned as if the A Ordinary shares, the B Ordinary shares and the C Ordinary shares constituted a single class of share. The balance of any assets available for distribution after distributions having been made to the Preference shareholders, any distributions pursuant to clauses (i) and (ii) above to the holders of A Ordinary shares, the B Ordinary shares and the C Ordinary shares and any distributions made pursuant to clause (ii) of the rights attached to the D Ordinary shares (as per the prescribed particulars attached), shall be distributed to the holders of the A Ordinary shares, the B Ordinary shares and the C Ordinary shares pro rata to the relevant holdings of such shares as if the A Ordinary shares, the B Ordinary shares and the C Ordinary shares constituted a single class of share.</p>	

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

Class of share	£0.01 Ordinary D	
Prescribed particulars	<p>The D Ordinary shares do not confer any rights of redemption. The D Ordinary shares shall not confer on the holders thereof any right to vote. The D Ordinary shares shall not be entitled to receive any dividends unless the board (with Investor consent) shall specifically determine that a dividend be paid on the D Ordinary shares. On a winding up, liquidation or other return of capital, the surplus assets of the Company available for distribution to the shareholders after the payment of its liabilities shall after any distributions having been made to the holders of the Preference shares as required by the articles of association, be applied in the following order i) paying to each holder of the D Ordinary shares an amount equal to the Cost per Security (as defined in the Articles of Association) pro rata to the number of D Ordinary shares held. Any such payments made to the holders of the D Ordinary shares shall rank pari passu with any such payments made to the holders of the A Ordinary shares, the B Ordinary shares and the C Ordinary shares; ii) after any distributions made to the holders of the Preference shares, any payments pursuant to clause (i) above and any Hurdle Amount (as defined in the Articles of Association), having been made to the holders of the A Ordinary shares, the B Ordinary shares and the C Ordinary shares, the holders of the D Ordinary shares shall be entitled to 0.001% of the assets remaining for distribution to the holders of Shares. The balance of any assets available for distribution after all the distributions above having been made shall be distributed to the holders of the A Ordinary shares, the B Ordinary shares and the C Ordinary shares pro rata to the relevant holdings of such shares as if the A Ordinary shares, the B Ordinary shares and the C Ordinary shares constituted a single class of share.</p>	

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

Class of share	£0.0000001 Preference	
Prescribed particulars	<p>The Preference shares shall not confer on the holders thereof any right to vote. The Preference shares shall not be entitled to receive any dividends unless the board (with Investor consent) shall specifically determine that a dividend be paid on the Preference shares. On a winding up, liquidation or other return of capital, the surplus assets of the Company available for distribution to the shareholders after the payment of its liabilities shall be applied in preference to any distributions made to holders of the A Ordinary shares, the B Ordinary shares, the C Ordinary shares and the D Ordinary shares in paying to each holder of Preference shares an amount equal to the Preference Subscription Amount (as defined in the Articles of Association) and the Preferred Amount (as defined in the Articles of Association). They do not confer any rights of redemption.</p>	

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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	Su Smith									
Company name	Arram Berlyn Gardner									
Address	30 City Road									
Post town	London									
County/Region										
Postcode	E	C	1	Y		2	A	B		
Country	United Kingdom									
DX										
Telephone	020 7330 0121									

**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