



SH01

Return of allotment of shares

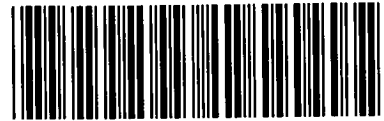


Companies House



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COMPANIES HOUSE

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COMPANIES HOUSE

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

SATURDAY WEDNESDAY

1 Company details

Company number 0 9 2 7 8 1 0 4

Company name in full Prezzo 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

From Date 2 2 0 8 2 0 1 9
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	D Ordinary Shares	7300	£0.01	£3.50	0

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	Class of shares	Number of shares	Aggregate nominal value (£, €, \$, etc)	Total aggregate amount unpaid, if any (£, €, \$, etc)
Complete a separate table for each currency	E.g. Ordinary/Preference etc.		Number of shares issued multiplied by nominal value	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			
Totals (including continuation pages)		Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶

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

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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

Prescribed particulars
①

Please see continuation page.

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.

6 Signature

I am signing this form on behalf of the company.

Signature

Signature

X  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.

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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	Fay Davies
Company name	Cleary Gottlieb Steen & Hamilton LLP
Address	2 London Wall Place
Post town	
County/Region	
Postcode	E C 2 Y 5 A U
Country	United Kingdom
DX	
Telephone	02076142276

**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

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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
GBP	Deferred shares	83,618,794	£83,618,794	
GBP	A ordinary shares	37,935,484	£37,935,484	
GBP	B ordinary shares	65,709,677	£65,709,677	
GBP	C ordinary shares	677,419	£677,419	
GBP	D ordinary shares	7300	£73	
Totals		187,948,674	£187,941,447	£0.00

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5 Statement of capital (prescribed particulars of rights attached to shares)		
Class of share	Deferred shares	
Prescribed particulars	<p>No voting rights.</p> <p>No rights to distributions.</p> <p>If the assets of the Company available for distribution on a reduction of capital or otherwise (other than a redemption or purchase by the Company of Shares) exceed £100,000,000,000, the Deferred Shareholders shall be entitled pari passu, in proportion to the number of Deferred Shares held by the relevant Deferred Shareholder at the relevant time, a total amount of £0.01.</p> <p>Non-redeemable.</p>	

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

Class of share	A ordinary shares	
Prescribed particulars	<p>Voting rights</p> <p>On a vote on a show of hands or a poll, every Ordinary Shareholder who is present in person or by proxy or (being a corporation) is present by a representative or by proxy shall have one vote for every Ordinary Share in respect of which he/she is the Holder.</p> <p>Rights to dividends</p> <p>The A Ordinary Shares, the B Ordinary Shares and the C Ordinary Shares shall rank equally in relation to distributions by the Company.</p> <p>Rights to capital</p> <p>4.8 On a reduction of capital or otherwise (other than a redemption or purchase by the Company of Shares), the assets of the Company available for distribution among the Holders shall be distributed in the following priority:</p> <p>(a) first, to the A Ordinary Shareholders, the B Ordinary Shareholders and the C Ordinary Shareholders (pari passu as if the same constituted one class of Share) in proportion to the number of Ordinary Shares held by the relevant Shareholder at the relevant time;</p> <p>(b) second, if the assets available for distribution under Article 4.8(a) exceed £100,000,000,000, to the Deferred Shareholders pari passu, in proportion to the number of Deferred Shares held by the relevant Holder at the relevant time, a total amount of £0.01; and</p> <p>(c) third, in distributing any surplus assets remaining after the payment in Article 4.8(b) above, to the A Ordinary Shareholders, the B Ordinary Shareholders and the C Ordinary Shareholders (pari passu as if the same constituted one class of Share) in proportion to the number of Ordinary Shares held by the relevant Shareholder at the relevant time.</p> <p>Redemption rights</p> <p>Non-redeemable.</p>	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	B ordinary shares	
Prescribed particulars	Voting rights	
	On a vote on a show of hands or a poll, every Ordinary Shareholder who is present in person or by proxy or (being a corporation) is present by a representative or by proxy shall have one vote for every Ordinary Share in respect of which he/she is the Holder.	
	Rights to dividends	
	The A Ordinary Shares, the B Ordinary Shares and the C Ordinary Shares shall rank equally in relation to distributions by the Company.	
	Rights to capital	
	4.8 On a reduction of capital or otherwise (other than a redemption or purchase by the Company of Shares), the assets of the Company available for distribution among the Holders shall be distributed in the following priority:	
	(a) first, to the A Ordinary Shareholders, the B Ordinary Shareholders and the C Ordinary Shareholders (pari passu as if the same constituted one class of Share) in proportion to the number of Ordinary Shares held by the relevant Shareholder at the relevant time;	
	(b) second, if the assets available for distribution under Article 4.8(a) exceed £100,000,000,000, to the Deferred Shareholders pari passu, in proportion to the number of Deferred Shares held by the relevant Holder at the relevant time, a total amount of £0.01; and	
	(c) third, in distributing any surplus assets remaining after the payment in Article 4.8(b) above, to the A Ordinary Shareholders, the B Ordinary Shareholders and the C Ordinary Shareholders (pari passu as if the same constituted one class of Share) in proportion to the number of Ordinary Shares held by the relevant Shareholder at the relevant time.	
	Redemption rights	
	Non-redeemable.	

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

Class of share	C ordinary shares	
Prescribed particulars	<p>Voting rights</p> <p>On a vote on a show of hands or a poll, every Ordinary Shareholder who is present in person or by proxy or (being a corporation) is present by a representative or by proxy shall have one vote for every Ordinary Share in respect of which he/she is the Holder.</p> <p>Rights to dividends</p> <p>The A Ordinary Shares, the B Ordinary Shares and the C Ordinary Shares shall rank equally in relation to distributions by the Company.</p> <p>Rights to capital</p> <p>4.8 On a reduction of capital or otherwise (other than a redemption or purchase by the Company of Shares), the assets of the Company available for distribution among the Holders shall be distributed in the following priority:</p> <p>(a) first, to the A Ordinary Shareholders, the B Ordinary Shareholders and the C Ordinary Shareholders (pari passu as if the same constituted one class of Share) in proportion to the number of Ordinary Shares held by the relevant Shareholder at the relevant time;</p> <p>(b) second, if the assets available for distribution under Article 4.8(a) exceed £100,000,000,000, to the Deferred Shareholders pari passu, in proportion to the number of Deferred Shares held by the relevant Holder at the relevant time, a total amount of £0.01; and</p> <p>(c) third, in distributing any surplus assets remaining after the payment in Article 4.8(b) above, to the A Ordinary Shareholders, the B Ordinary Shareholders and the C Ordinary Shareholders (pari passu as if the same constituted one class of Share) in proportion to the number of Ordinary Shares held by the relevant Shareholder at the relevant time.</p> <p>Redemption rights</p> <p>Non-redeemable.</p>	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	D ordinary shares	
Prescribed particulars	No voting rights.	
	Rights to dividends	
	4.3 The Holders of D Ordinary Shares will have no right in respect of their D Ordinary Shares to dividends declared on other classes of Share.	
	4.4 Any dividends payable in respect of the D Ordinary Shares will require the passing of resolutions by a simple majority of the Holders of A Ordinary Shares and by a simple majority of the Holders of B Ordinary Shares.	
	Rights to capital	
	4.8 On a reduction of capital or otherwise (other than a redemption or purchase by the Company of Shares), the assets of the Company available for distribution among the Holders shall be distributed in the following priority:	
	(a) first, to the A Ordinary Shareholders, the B Ordinary Shareholders and the C Ordinary Shareholders (pari passu as if the same constituted one class of Share) in proportion to the number of Ordinary Shares held by the relevant Shareholder at the relevant time;	
	(b) second, if the assets available for distribution under Article 4.8(a) exceed £100,000,000,000, to the Deferred Shareholders pari passu, in proportion to the number of Deferred Shares held by the relevant Holder at the relevant time, a total amount of £0.01; and	
	(c) third, in distributing any surplus assets remaining after the payment in Article 4.8(b) above, to the A Ordinary Shareholders, the B Ordinary Shareholders and the C Ordinary Shareholders (pari passu as if the same constituted one class of Share) in proportion to the number of Ordinary Shares held by the relevant Shareholder at the relevant time.	
	4.9 The D Ordinary Shares shall not confer on the Holders thereof any entitlement to receive distributions under Article 4.8	
	Redemption rights	
	Non-redeemable.	

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

Class of share	
Prescribed particulars	<p>DEFINITIONS USED ABOVE</p> <p>A Ordinary Shares means the A ordinary shares of nominal value £1.00 each in the capital of the Company;</p> <p>A Ordinary Shareholders means the Holders of the A Ordinary Shares and A Ordinary Shareholder means any of them;</p> <p>B Ordinary Shares means the B ordinary shares of nominal value £1.00 each in the capital of the Company;</p> <p>B Ordinary Shareholders means the Holders of the B Ordinary Shares and B Ordinary Shareholder means any of them;</p> <p>C Ordinary Shares means the C ordinary shares of nominal value £1.00 each in the capital of the Company;</p> <p>C Ordinary Shareholders means the Holders of the C Ordinary Shares and C Ordinary Shareholder means any of them;</p> <p>Company means Prezzo Holdings Limited, a company incorporated under the laws of England and Wales (registered number 09278104), whose registered office is at Johnston House, 6 Johnston Road, Woodford Green, London, IG80XA;</p> <p>D Ordinary Shares means the D ordinary shares of nominal value £0.01 each in the capital of the Company;</p> <p>D Ordinary Shareholders means the Holders of the D Ordinary Shares and D Ordinary Shareholder means any of them;</p> <p>Deferred Shares means the deferred shares of nominal value £1.00 each in the capital of the Company;</p> <p>Deferred Shareholders means the Holders of the Deferred Shares and Deferred Shareholder means any of them;</p> <p>Holder means, in relation to Shares, the member whose name is entered in the register of members of the Company as the holder of those Shares;</p> <p>Ordinary Shares means the A Ordinary Shares, the B Ordinary Shares, the C Ordinary Shares and the D Ordinary Shares;</p> <p>Ordinary Shareholder means, in relation to Ordinary Shares, the member whose name is entered in the register of members of the Company as holder of those Ordinary Shares;</p>

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

Class of share		
Prescribed particulars	<p>Shares means any shares for the time being in the capital of the Company; and</p> <p>Voting Ordinary Shares means the A Ordinary Shares, the B Ordinary Shares and the C Ordinary Shares.</p>	