

# SH01

## Return of allotment of shares



Companies House



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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 for**  
You cannot use this  
notice of shares tak  
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for an allotment of  
shares by an unlimi

WEDNESDAY



LD2: \*L7CWKKNN\* 22/08/2018 #43  
COMPANIES HOUSE

### 1 Company details

Company number 09278104

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 <sup>1</sup>

From Date d 2 0 m 0 8 y 2 0 y 1 y 8  
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 <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	A ordinary shares	37,935,484	£1.00	£1.00	0
GBP	B ordinary shares	65,709,677	£1.00	£1.00	0
GBP	C ordinary shares	677,419	£1.00	£1.00	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)

Consideration for the shares was satisfied by the discharge and release of an amount of debt  
owed by Prezzo Holdings Limited to each new shareholder. The amount of debt released by  
each new shareholder equals the amount payable by each new shareholder to Prezzo Holdings  
Limited for the issue of shares to be fully paid.

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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
<b>Currency table A</b>				
	Please see continuation page			
	<b>Totals</b>			
<b>Currency table B</b>				
	<b>Totals</b>			
<b>Currency table C</b>				
	<b>Totals</b>			
<b>Totals (including continuation pages)</b>		<b>Total number of shares</b>	<b>Total aggregate nominal value ❶</b>	<b>Total aggregate amount unpaid ❶</b>

❶ 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

Prescribed particulars  
①

Please see continuation page.

**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.

Class of share

Prescribed particulars  
①

Class of share

Prescribed particulars  
①

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**Signature**

I am signing this form on behalf of the company.

Signature

Signature

X  X**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.

This form may be signed by:

Director ②, Secretary, Person authorised ③, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

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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	Richard Layther
Company name	Freshfields Bruckhaus Deringer LLP
Address	65 Fleet Street
	London
Post town	
County/Region	
Postcode	E C 4 Y 1 H S
Country	United Kingdom
DX	
Telephone	020 7427 3902

**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)

## Statement of capital

**Complete a separate table for each currency.**

[illegible]

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	Deferred shares	
Prescribed particulars	<p data-bbox="376 479 555 510">No voting rights.</p> <p data-bbox="376 533 647 564">No rights to distributions.</p> <p data-bbox="376 586 1107 703">If the assets of the Company available for distribution on a return of capital on a Winding-Up, reduction of capital or otherwise exceed £100,000,000,000, the deferred shares shall be entitled to a total amount of £0.01.</p> <p data-bbox="376 725 568 757">Non-redeemable.</p>	

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## Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	A ordinary shares	
Prescribed particulars	<p><b>Voting rights</b></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><b>Rights to dividends</b></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><b>Rights to capital</b></p> <p>3.5 On a return of capital on a Winding-Up, 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 3.5(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 3.5(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><b>Redemption rights</b></p> <p>Non-redeemable.</p>	

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## Return of allotment of shares

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	
	3.5 On a return of capital on a Winding-Up, 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 3.5(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 3.5(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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## Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	C ordinary shares	
Prescribed particulars	<p><b>Voting rights</b></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><b>Rights to dividends</b></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><b>Rights to capital</b></p> <p>3.5 On a return of capital on a Winding-Up, 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 3.5(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 3.5(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><b>Redemption rights</b></p> <p><b>Non-redeemable</b></p>	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share		
Prescribed particulars	<p><b>DEFINITIONS USED ABOVE</b></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>Associated Company means any company which from time to time is: (a) a direct or indirect holding company of the Company; or (b) any direct or indirect subsidiary undertaking of any such holding company or of the Company;</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, IG8 0XA;</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>Group means the Company and each of its Associated Companies from time to time and Group Company, Group Companies and member of the Group shall have a corresponding meaning;</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, and in relation to any other Securities, the person whose name is entered in the relevant register of holders as the holder of those Securities, in each case, from time to time;</p> <p>Ordinary Shares means the A Ordinary Shares, the B Ordinary Shares and the C 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 the holder of those Ordinary Shares;</p>	

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

Class of share		
Prescribed particulars	<p>Securities means any shares or other equity securities or any rights to subscribe for or convert into any of the foregoing issued by the Company and Security means any one of them;</p> <p>Shares means any shares for the time being in the capital of the Company; and</p> <p>Winding-Up means the voluntary or involuntary winding up of the Company.</p>	