



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 NOT for**
You cannot use this form to give notice of shares taken by subscription on formation of the company or for an allotment of a new class of shares by an unlimited company.

THURSDAY



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07/05/2020

#197

COMPANIES HOUSE

1 Company details

Company number 0 9 3 5 9 8 5 3

Company name in full THE GP SERVICE (UK) 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 ①

From Date d 0 1 m 0 5 y 2 0 y 2 0

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	2,596,987	£0.000001	£0.349576	NIL

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				
GBP	SEE CONTINUATION SHEET.			
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
		30,602,885	£1,342.284575	£0.00

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

PLEASE SEE CONTINUATION SHEET.

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.

Class of share

Prescribed particulars
①

Class of share

Prescribed particulars
①**6 Signature**

I am signing this form on behalf of the company.

Signature

Signature

X

AD

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 **SOFIA GOTTGENS**

Company name **MARRIOTT HARRISON LLP**

Address **11 STAPLE INN, LONDON**

Post town

County/Region

Postcode **W C 1 V 7 Q H**

Country **UNITED KINGDOM**

DX **0001 LONDON CHANCERY LANE**

Telephone **0207 209 2000**

**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	A ORDINARY SHARES	11,283,310	£1,128.331	
GBP	B ORDINARY SHARES	14,756,588	£14.756588	
GBP	C ORDINARY SHARES	1,966,000	£196.6	
GBP	D ORDINARY SHARES	2,596,987	£2.596987	
Totals		30,602,885	£1,342.284575	NIL

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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. SUBJECT TO CERTAIN PROVISIONS, THE HOLDERS OF THE A ORDINARY SHARES SHALL HAVE THE RIGHT TO VOTE AT ANY GENERAL MEETING OR ON ANY WRITTEN RESOLUTION OF THE COMPANY.</p> <p>DIVIDENDS. SUBJECT TO CERTAIN PROVISIONS, ANY PROFITS WHICH THE COMPANY DETERMINES TO DISTRIBUTE SHALL BE APPLIED ON A NON-CUMULATIVE BASIS BETWEEN THE HOLDERS OF THE A ORDINARY SHARES, THE B ORDINARY SHARES AND THE D ORDINARY SHARES. UPON MEMBERS HOLDING A ORDINARY SHARES, B ORDINARY SHARES AND D ORDINARY SHARES HAVING RECEIVED DIVIDENDS OF £1 MILLION PER SHARE IN ANY ONE ACCOUNTING PERIOD, FURTHER PROFITS WHICH THE COMPANY DETERMINES TO DISTRIBUTE IN RESPECT OF AN ACCOUNTING PERIOD SHALL BE APPLIED ON A NON-CUMULATIVE BASIS BETWEEN THE HOLDERS OF ALL CLASSES OF SHARES.</p> <p>CAPITAL DISTRIBUTION RIGHTS. ON A RETURN OF CAPITAL THE SURPLUS ASSETS OF THE COMPANY SHALL BE APPLIED FIRSTLY IN PAYING TO THE HOLDERS OF D ORDINARY SHARES AN AMOUNT EQUAL TO 99.99% OF THE ISSUE PRICE OF EACH SUCH SHARE AND TO THE HOLDERS OF THE A ORDINARY SHARES, B ORDINARY SHARES AND C ORDINARY SHARES (PARI PASSU) AN AMOUNT EQUAL TO 0.01% OF THE ISSUE PRICE OF EACH SHARE IN THE CASE OF THE A ORDINARY SHARES AND B ORDINARY SHARES AND IN THE CASE OF THE C ORDINARY SHARES, THE C SHARE VALUE (AS DEFINED IN THE ARTICLES); SECONDLY IN PAYING (I) TO THE HOLDERS OF THE D ORDINARY SHARES AN AMOUNT EQUAL TO 0.01% OF THE ISSUE PRICE OF EACH SUCH SHARE; AND (II) TO THE HOLDERS OF A ORDINARY SHARES, B ORDINARY SHARES AND C ORDINARY SHARES (PARI PASSU) AN AMOUNT EQUAL TO 99.9% OF THE ISSUE PRICE OF EACH SUCH SHARE IN THE CASE OF THE A ORDINARY SHARES AND THE B ORDINARY SHARES AND IN THE CASE OF THE C ORDINARY SHARES, THE C SHARE VALUE (AS DEFINED IN THE ARTICLES); AND THIRDLY IN PAYING THE SURPLUS (IF ANY) TO THE HOLDERS OF ALL CLASSES OF SHARES AS FOLLOWS: (I) 99.99% OF THE AVAILABLE BALANCE TO EACH MEMBER HOLDING A ORDINARY SHARES, B ORDINARY SHARES AND D ORDINARY SHARES PRO-RATA AS IF ONE CLASS OF SHARE, AND (II) 0.01% OF THE AVAILABLE BALANCE TO THE HOLDERS OF THE C ORDINARY SHARES.</p> <p>THE A ORDINARY SHARES ARE NON-REDEEMABLE.</p>	

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Class of share	B ORDINARY SHARES	
Prescribed particulars	<p>VOTING. SUBJECT TO CERTAIN PROVISIONS, THE HOLDERS OF THE B ORDINARY SHARES SHALL HAVE THE RIGHT TO VOTE AT ANY GENERAL MEETING OR ON ANY WRITTEN RESOLUTION OF THE COMPANY. IN CERTAIN DEFAULT CIRCUMSTANCES, THE NUMBER OF VOTING RIGHTS ATTACHING TO THE B ORDINARY SHARES SHALL BE SUCH NUMBER AS IS EQUAL TO 90% OF THE TOTAL VOTING RIGHTS ATTACHING TO ALL SHARES. DIVIDENDS. SUBJECT TO CERTAIN PROVISIONS, ANY PROFITS WHICH THE COMPANY DETERMINES TO DISTRIBUTE SHALL BE APPLIED ON A NON-CUMULATIVE BASIS BETWEEN THE HOLDERS OF THE A ORDINARY SHARES, THE B ORDINARY SHARES AND THE D ORDINARY SHARES. UPON MEMBERS HOLDING A ORDINARY SHARES, B ORDINARY SHARES AND D ORDINARY SHARES HAVING RECEIVED DIVIDENDS OF £1 MILLION PER SHARE IN ANY ONE ACCOUNTING PERIOD, FURTHER PROFITS WHICH THE COMPANY DETERMINES TO DISTRIBUTE IN RESPECT OF AN ACCOUNTING PERIOD SHALL BE APPLIED ON A NON-CUMULATIVE BASIS BETWEEN THE HOLDERS OF ALL CLASSES OF SHARES. CAPITAL DISTRIBUTION RIGHTS. ON A RETURN OF CAPITAL THE SURPLUS ASSETS OF THE COMPANY SHALL BE APPLIED FIRSTLY IN PAYING TO THE HOLDERS OF D ORDINARY SHARES AN AMOUNT EQUAL TO 99.99% OF THE ISSUE PRICE OF EACH SUCH SHARE AND TO THE HOLDERS OF THE A ORDINARY SHARES, B ORDINARY SHARES AND C ORDINARY SHARES (PARI PASSU) AN AMOUNT EQUAL TO 0.01% OF THE ISSUE PRICE OF EACH SHARE IN THE CASE OF THE A ORDINARY SHARES AND B ORDINARY SHARES AND IN THE CASE OF THE C ORDINARY SHARES, THE C SHARE VALUE (AS DEFINED IN THE ARTICLES); SECONDLY IN PAYING (I) TO THE HOLDERS OF THE D ORDINARY SHARES AN AMOUNT EQUAL TO 0.01% OF THE ISSUE PRICE OF EACH SUCH SHARE; AND (II) TO THE HOLDERS OF A ORDINARY SHARES, B ORDINARY SHARES AND C ORDINARY SHARES (PARI PASSU) AN AMOUNT EQUAL TO 99.9% OF THE ISSUE PRICE OF EACH SUCH SHARE IN THE CASE OF THE A ORDINARY SHARES AND THE B ORDINARY SHARES AND IN THE CASE OF THE C ORDINARY SHARES, THE C SHARE VALUE (AS DEFINED IN THE ARTICLES); AND THIRDLY IN PAYING THE SURPLUS (IF ANY) TO THE HOLDERS OF ALL CLASSES OF SHARES AS FOLLOWS: (I) 99.99% OF THE AVAILABLE BALANCE TO EACH MEMBER HOLDING A ORDINARY SHARES, B ORDINARY SHARES AND D ORDINARY SHARES PRO-RATA AS IF ONE CLASS OF SHARE, AND (II) 0.01% OF THE AVAILABLE BALANCE TO THE HOLDERS OF THE C ORDINARY SHARES. THE B SHARES ARE NON-REDEEMABLE</p>	

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Class of share	C ORDINARY SHARES
Prescribed particulars	<p>VOTING. THE HOLDERS OF THE C ORDINARY SHARES HAVE NO RIGHT TO VOTE AT ANY GENERAL MEETING OR ON ANY WRITTEN RESOLUTION OF THE COMPANY.</p> <p>DIVIDENDS. SUBJECT TO CERTAIN PROVISIONS, ANY PROFITS WHICH THE COMPANY DETERMINES TO DISTRIBUTE SHALL BE APPLIED ON A NON-CUMULATIVE BASIS BETWEEN THE HOLDERS OF THE A ORDINARY SHARES, THE B ORDINARY SHARES AND THE D ORDINARY SHARES. UPON MEMBERS HOLDING A ORDINARY SHARES, B ORDINARY SHARES AND D ORDINARY SHARES HAVING RECEIVED DIVIDENDS OF £1 MILLION PER SHARE IN ANY ONE ACCOUNTING PERIOD, FURTHER PROFITS WHICH THE COMPANY DETERMINES TO DISTRIBUTE IN RESPECT OF AN ACCOUNTING PERIOD SHALL BE APPLIED ON A NON-CUMULATIVE BASIS BETWEEN THE HOLDERS OF ALL CLASSES OF SHARES.</p> <p>CAPITAL DISTRIBUTION RIGHTS. ON A RETURN OF CAPITAL THE SURPLUS ASSETS OF THE COMPANY SHALL BE APPLIED FIRSTLY IN PAYING TO THE HOLDERS OF D ORDINARY SHARES AN AMOUNT EQUAL TO 99.99% OF THE ISSUE PRICE OF EACH SUCH SHARE AND TO THE HOLDERS OF THE A ORDINARY SHARES, B ORDINARY SHARES AND C ORDINARY SHARES (PARI PASSU) AN AMOUNT EQUAL TO 0.01% OF THE ISSUE PRICE OF EACH SHARE IN THE CASE OF THE A ORDINARY SHARES AND B ORDINARY SHARES AND IN THE CASE OF THE C ORDINARY SHARES, THE C SHARE VALUE (AS DEFINED IN THE ARTICLES); SECONDLY IN PAYING (I) TO THE HOLDERS OF THE D ORDINARY SHARES AN AMOUNT EQUAL TO 0.01% OF THE ISSUE PRICE OF EACH SUCH SHARE; AND (II) TO THE HOLDERS OF A ORDINARY SHARES, B ORDINARY SHARES AND C ORDINARY SHARES (PARI PASSU) AN AMOUNT EQUAL TO 99.9% OF THE ISSUE PRICE OF EACH SUCH SHARE IN THE CASE OF THE A ORDINARY SHARES AND THE B ORDINARY SHARES AND IN THE CASE OF THE C ORDINARY SHARES, THE C SHARE VALUE (AS DEFINED IN THE ARTICLES); AND THIRDLY IN PAYING THE SURPLUS (IF ANY) TO THE HOLDERS OF ALL CLASSES OF SHARES AS FOLLOWS: (I) 99.99% OF THE AVAILABLE BALANCE TO EACH MEMBER HOLDING A ORDINARY SHARES, B ORDINARY SHARES AND D ORDINARY SHARES PRO-RATA AS IF ONE CLASS OF SHARE, AND (II) 0.01% OF THE AVAILABLE BALANCE TO THE HOLDERS OF THE C ORDINARY SHARES.</p> <p>THE C ORDINARY SHARES ARE NON-REDEEMABLE.</p>

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Class of share	D ORDINARY SHARES	
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