

SH01

Return of allotment of shares



Companies House

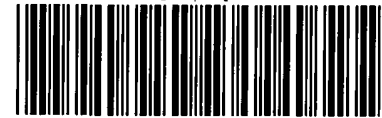


Go online to file this information
www.gov.uk/companieshouse

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

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

FRIDAY



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19/01/2018

#123

COMPANIES HOUSE

1 Company details

Company number

Company name in full

→ **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

To Date

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	B1 ordinary	900	0.001	0.001	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	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				
	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

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

A ordinary shares

Prescribed particulars

1

VOTING RIGHTS

Each A ordinary share entitles its holder to receive notice of, attend and vote at any general meeting of the Company, and to receive copies of and agree to a proposed written resolution.

Class of share

B1 ordinary shares

Prescribed particulars

1

VOTING RIGHTS

Each B1 share entitles its holder to receive notice of and attend any general meeting of the Company and to receive a copy of a proposed written resolution but will not entitle the holder to vote upon or agree to any resolution other than (a) a resolution for winding up the Company or reducing its share capital (b) a resolution directly or adversely varying or abrogating any of the special rights attached to the B1 or B2 shares or (c) if the Company is default of any of its obligations under article 5.1.

Class of share

B2 ordinary shares

Prescribed particulars

1

VOTING RIGHTS

Each B1 share entitles its holder to receive notice of and attend any general meeting of the Company and to receive a copy of a proposed written resolution but will not entitle the holder to vote upon or agree to any resolution other than (a) a resolution for winding up the Company or reducing its share capital (b) a resolution directly or adversely varying or abrogating any of the special rights attached to the B1 or B2 shares or (c) if the Company is default of any of its obligations under article 5.1.

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 2, 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 Ofei Kwafo-Akoto

Company name Proskauer

Address 110 Bishopsgate

Post town London

County/Region London

Postcode E C 2 N 4 A Y

Country United Kingdom

DX

Telephone 02072802000



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

Shares allotted

② Currency

[illegible]

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If the allotted shares are fully or partly paid up otherwise than in cash, please
state the consideration for which the shares were allotted.

Details of non-cash
consideration.

If a PLC, please attach
valuation report (if
appropriate)

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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	80,000	80.00	
GBP	B1 ordinary	19,697	19.697	
GBP	B2 ordinary	3	0.003	
GBP	C ordinary	20,000	200.00	
Totals		119,700	299.700	0

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	A ordinary shares	
Prescribed particulars	<p>Dividends</p> <p>Except as specifically provided in article 5, no dividend shall be declared or paid to the holders of Shares in respect of any financial year of the Company without the prior written consent of Investor Majority.</p> <p>The Company may determine to distribute all or any part of the balance of the profits in respect of any financial year after the accrual of the C Ordinary Shares Dividend amongst the A ordinary shareholders and the B shareholders equally as if the A ordinary shares and the B shares constituted one class of shares according to the number of A ordinary shares and B shares held by them respectively.</p> <p>The A ordinary shares are not redeemable.</p>	

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5 Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	B1 ordinary shares
Prescribed particulars	<p>DIVIDENDS</p> <p>Except as specifically provided in article 5, no dividend shall be declared or paid to the holders of Shares in respect of any financial year of the Company without the prior written consent of Investor Majority.</p> <p>The Company may determine to distribute all or any part of the balance of the profits in respect of any financial year after the accrual of the C Ordinary Share Dividend amongst the A ordinary shareholders and the B shareholders equally as if the A ordinary shares and the B shares constituted one class of shares according to the number of A ordinary shares and B shares held by them respectively.</p> <p>The B1 ordinary shares are not redeemable.</p> <p>The B1 ordinary shares are subject to a Hurdle Amount as set out in the articles of association to regulate the capital proceeds due to the B1 Shareholders.</p>

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	B2 ordinary shares	
Prescribed particulars	<p>DIVIDENDS Except as specifically provided in article 5, no dividend shall be declared or paid to the holders of Shares in respect of any financial year of the Company without the prior written consent of Investor Majority.</p> <p>The Company may determine to distribute all or any part of the balance of the profits in respect of any financial year after the accrual of the C Ordinary Share Dividend amongst the A ordinary shareholders and the B shareholders equally as if the A ordinary shares and the B shares constituted one class of shares according to the number of A ordinary shares and B shares held by them respectively.</p> <p>REDEMPTION Subject to the provisions of the Companies Act 2006 and the Investors' ability to comply with the AIFMs, the Company shall redeem, at any time within 15 Business Days of the written request of a B2 Shareholder, all of the B2 Shares held by such person at a price of £2,500 per B2 Share.</p> <p>The B2 ordinary shares are subject to a Hurdle Amount as set out in the articles of association to regulate the capital proceeds due to the B2 Shareholders.</p>	

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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>Each C ordinary share entitles its holder to receive notice of, attend and vote at any general meeting of the Company, provided that (<i>unless</i> a majority of the A ordinary shareholders otherwise agree) if any C ordinary shareholder holds less than 5% of the total voting rights of shares in the Company, those C ordinary shares held by such C ordinary shareholder will not entitle the holder to receive notice of, attend or vote at any general meeting of the Company.</p> <p>DIVIDENDS</p> <p>The C ordinary shares shall confer on the C ordinary shareholders in respect of each year following the date of issue of the relevant C ordinary shares, the right to receive an annual, non-compounding, cumulative dividend at a rate which is equal to LIBOR on the Issue Price of the C ordinary shares held by them (the "C Ordinary Dividend").</p> <p>The C Ordinary Dividend shall only accrue in respect of each year from the date of issue of the C Ordinary Shares and shall be rolled up and, subject to Investor Majority's ability to comply with the AIFMs, paid on the date of an Exit. The Company shall further have the right at any time and from time to time to pay all or such other amount of the accrued but unpaid C Ordinary Dividend from time to time as it may, by not less than 10 days' previous written notice to the holders of C ordinary shares, specify and any such notice shall also specify the date fixed for payment.</p> <p>The C ordinary shares shall not otherwise participate in a dividend or distribution of income.</p> <p>The C ordinary shares are not redeemable.</p>	