

**SH01**

Return of allotment of shares

laserform



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

MONDAY



LD2 *L82YJJZM* #79
 08/04/2019
 COMPANIES HOUSE

1 Company details

Company number 0 9 5 3 6 5 0 4

Company name in full EGGPLANT TOPCO 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 ^d2 ^d6 ^m0 ^m3 ^y2 ^y0 ^y1 ^y9

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	B1 ORDINARY SHARES	1500000	0.0000001	0.00397	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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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.

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

4.

Complete the table below to show the issued share capital.
Complete a separate table for each currency.

[illegible]

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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 CONTINUATION SHEET

Prescribed particulars

1

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.

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

Class of share	A ORDINARY SHARES	
Prescribed particulars	<p>DIVIDEND RIGHTS Any available profits which the Company may determine to distribute amongst the holders of A Ordinary Shares shall be distributed pari passu between the holders of A Ordinary and B Ordinary Shares, according to the number of such shares held by the relevant shareholder, and after the payment of any dividend due to the holders of Preference Shares.</p> <p>RETURN OF CAPITAL RIGHTS After all payments to be made in priority (namely payments due to the holders of Preference Shares), a sum equal to the issue price in respect of each A Ordinary Share and B Ordinary Share in issue, shall be distributed pari passu amongst the holders of A Ordinary Shares and B Ordinary Shares. Thereafter the next £1,000,000,000.00 shall be distributed pari passu amongst the holders of A Ordinary Shares and B Ordinary Shares. The holders of Deferred Shares (to the extent any are in issue) shall then be entitled to receive 0.01p per Deferred Share, hereafter the balance of such assets shall be distributed pari passu amongst the holders of A Ordinary Shares and B Ordinary Shares.</p> <p>VOTING RIGHTS On a written resolution each A Ordinary shareholder shall have one vote per share. At a general meeting, on a show of hands, every qualifying A Ordinary shareholder shall have one vote per share. On a resolution to be passed at a general meeting on a poll, each A Ordinary shareholder shall have one vote per share.</p> <p>REDEMPTION RIGHTS 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	PREFERENCE SHARES	
Prescribed particulars	<p>DIVIDEND RIGHTS The Company shall, without resolution of the board or shareholders and before the application of any profits to reserve or for any other purpose, accrue in respect of each Preference Share a fixed cumulative preferential dividend at the annual rate of 14% of the issue price per share compounded annually on 31 December in each year which shall accrue daily and be calculated in respect of the period to such date assuming a 365-year. The preference dividend shall be paid to Preference shareholders and immediately become a debt due on an Exit or, if earlier (a) on the date falling 11 years after completion, or (b) on the occurrence of a default event, or (c) the date of any earlier redemption of the relevant shares.</p> <p>RETURN OF CAPITAL RIGHTS Each holder of Preference Shares shall be paid an amount equal to (1) 100% of the issue price, and (2) the aggregate amount of any accruals and/or unpaid amounts of dividend (to be calculated down to and including the date of the return of capital to be payable irrespective of whether such dividend would be unlawful by reason of there being insufficient available profits).</p> <p>VOTING RIGHTS Holders of Preference Shares are not entitled to vote on resolutions.</p> <p>REDEMPTION RIGHTS All Preference Shares shall be redeemed immediately prior to an Exit or, if earlier (a) on the date falling 11 years after completion, or (b) on the occurrence of a default event. The Preference Shares may also be redeemed by notice in writing to the Preference shareholders, subject to investor and manager representative consent. The Preference shareholders shall be paid an amount equal to (1) 100% of the issue price thereof, and (2) all accruals and/or unpaid amounts of preference dividends in respect thereof, calculated down to and including the date of actual payment. Such amount shall, subject to the Company having available profits or other monies lawfully applied for such redemption, become a debt due from and immediately payable by the Company to the Preference shareholders.</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>DIVIDEND RIGHTS Any available profits which the Company may determine to distribute amongst the holders of B Ordinary Shares shall be distributed pari passu between the holders of A Ordinary and B Ordinary Shares, according to the number of such shares held by the relevant shareholder, and after the payment of any dividend due to the holders of Preference Shares.</p> <p>RETURN OF CAPITAL RIGHTS After all payments to be made in priority (namely payments due to the holders of Preference Shares), a sum equal to the issue price in respect of each A Ordinary Share and B Ordinary Share in issue, shall be distributed pari passu amongst the holders of A Ordinary Shares and B Ordinary Shares. Thereafter the next £1,000,000,000.00 shall be distributed pari passu amongst the holders of A Ordinary Shares and B Ordinary Shares. The holders of Deferred Shares (to the extent any are in issue) shall then be entitled to receive 0.01p per Deferred Share, hereafter the balance of such assets shall be distributed pari passu amongst the holders of A Ordinary Shares and B Ordinary Shares.</p> <p>VOTING RIGHTS Holders of B1 Ordinary Shares are not entitled to vote on resolutions.</p> <p>REDEMPTION RIGHTS The B1 Ordinary Shares are not redeemable.</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>DIVIDEND RIGHTS Any available profits which the Company may determine to distribute amongst the holders of B Ordinary Shares shall be distributed pari passu between the holders of A Ordinary and B Ordinary Shares, according to the number of such shares held by the relevant shareholder, and after the payment of any dividend due to the holders of Preference Shares.</p> <p>RETURN OF CAPITAL RIGHTS After all payments to be made in priority (namely payments due to the holders of Preference Shares), a sum equal to the issue price in respect of each A Ordinary Share and B Ordinary Share in issue, shall be distributed pari passu amongst the holders of A Ordinary Shares and B Ordinary Shares. Thereafter the next £1,000,000,000.00 shall be distributed pari passu amongst the holders of A Ordinary Shares and B Ordinary Shares. The holders of Deferred Shares (to the extent any are in issue) shall then be entitled to receive 0.01p per Deferred Share, hereafter the balance of such assets shall be distributed pari passu amongst the holders of A Ordinary Shares and B Ordinary Shares.</p> <p>VOTING RIGHTS On a written resolution each B2 Ordinary shareholder shall have twenty votes per share. At a general meeting, on a show of hands, every qualifying B2 Ordinary shareholder shall have one vote per share. On a resolution to be passed at a general meeting on a poll, each B2 Ordinary shareholder shall have twenty votes per share.</p> <p>REDEMPTION RIGHTS The B2 Ordinary Shares are not redeemable.</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

Company name

ABS STW LLP

25 MOORGATE

Address

Post town

LONDON

County/Region

Postcode

EC2R 6AY

Country

DX

Telephone



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