

SH01

Return of allotment of shares

Oyo



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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 subscription on formation of the company or for an allotment of a new class of shares by an unlimited company.



A6CVIDQR

A17 15/08/2017 #19
COMPANIES HOUSE

A6BLE6CW

A14 28/07/2017 #383
COMPANIES HOUSE

A6A74DOI

A37 07/07/2017 #25
COMPANIES HOUSE

1 Company details

Company number 9 6 5 5 3 3 0

Company name in full Glowmade 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

From Date d 1 d 6 m 0 m 6 y 2 y 0 y 1 y 7
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
GB£	A Ordinary Shares	15	£0.01	£1,000	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 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				
GB£	Ordinary Shares	1000	0.01	
GB£	Ordinary A Shares	378	0.01	
Totals		1378	13.78	

Currency table B				
Totals				

Currency table C				
Totals				

Totals (including continuation pages)		Total number of shares	Total aggregate nominal value (1)	Total aggregate amount unpaid (1)
		1378	13.78	0

(1) 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	Ordinary
Prescribed particulars ①	<p>1.1 The A Ordinary Shares and the Ordinary Shares shall rank equally in all respects save as set out below.</p> <p>1.2 In the event of a return of assets on a liquidation or capital reductions or otherwise, the Liquidation Surplus shall be distributed as follows:</p>
Class of share	A Ordinary
Prescribed particulars ①	<p>1.1 The A Ordinary Shares and the Ordinary Shares shall rank equally in all respects save as set out below.</p> <p>1.2 In the event of a return of assets on a liquidation or capital reductions or otherwise, the Liquidation Surplus shall be distributed as follows:</p>
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

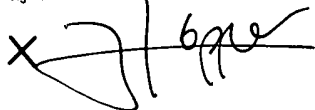
Please use a Statement of capital continuation page if necessary.

Signature

I am signing this form on behalf of the company.

Signature

Signature



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

Jamie Berry

Company name

TWM Solicitors LLP

Address

65, Woodbridge Road

Guildford

Surrey

Post town

County/Region

Postcode

G U I L D F O R D

Country

United Kingdom

DX

DX 2408 - Guildford 1

Telephone

01483 752700

Checklist

We may return 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 appropriate 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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7 Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	Ordinary	
Prescribed particulars	<p>1.2.1 first, each Equity Shareholder shall be entitled in respect of their Equity Shares to payment of an amount per Equity Share equal to the nominal value of that Equity Share or, if the Liquidation Surplus is insufficient to enable payment to each Equity Shareholder for all the Equity Shares held by them then such Liquidation Surplus shall be paid to the Equity Shareholders in proportion to the number of Equity Shares held by each of them;</p> <p>1.2.2 thereafter if there is any remaining Liquidation Surplus each Equity Shareholder shall be entitled in respect of their Equity Shares to payment of an amount per Equity Share equal to the Individual Premium or, if the remaining Liquidation Surplus is insufficient to enable payment of the Individual Premium to be made then such remaining Liquidation Surplus shall be paid to the Equity Shareholders in proportion to the aggregate premium paid in respect of the Equity Shares held by them;</p> <p>1.2.3 thereafter if there is any remaining Liquidation Surplus each Equity Shareholder shall be entitled in respect of their Equity Shares to payment of such amount per Equity Share (if any) as will ensure that after payment pursuant to paragraph 1.2.2 has been made all Equity Shareholders will have received (whether pursuant to this paragraph 1.2 or by way of dividend or other distribution) the Maximum Return or, if the remaining Liquidation Surplus is insufficient to enable all Equity Shareholders to have received the Maximum Return then such remaining Liquidation Surplus shall be paid to Equity Shareholders in such proportions as to ensure that as far as possible all Equity Shareholders will have received the Maximum Return after payment has been made pursuant to paragraph 1.2.2; and</p> <p>1.2.4 thereafter any balance shall be paid to the Equity Shareholders in proportion to the number of Equity Shares held by each of them.</p> <p>1.3 In the event of an Asset Sale, the Company shall thereupon be wound up and the assets available distributed in accordance with paragraph 1.2.</p> <p>---See Continuation Sheet---</p>	

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

Class of share	Ordinary	
Prescribed particulars	<p>1.2.1 first, each Equity Shareholder shall be entitled in respect of their Equity Shares to payment of an amount per Equity Share equal to the nominal value of that Equity Share or, if the Liquidation Surplus is insufficient to enable payment to each Equity Shareholder for all the Equity Shares held by them then such Liquidation Surplus shall be paid to the Equity Shareholders in proportion to the number of Equity Shares held by each of them;</p> <p>1.2.2 thereafter, if there is any remaining Liquidation Surplus each Equity Shareholder shall be entitled in respect of their Equity Shares to payment of an amount per Equity Share equal to the Individual Premium or, if the remaining Liquidation Surplus is insufficient to enable payment of the Individual Premium to be made then such remaining Liquidation Surplus shall be paid to the Equity Shareholders in proportion to the aggregate premium paid in respect of the Equity Shares held by them;</p> <p>1.2.3 thereafter if there is any remaining Liquidation Surplus each Equity Shareholder shall be entitled in respect of their Equity Shares to payment of such amount per Equity Share (if any) as will ensure that after payment pursuant to paragraph 1.2.2 has been made all Equity Shareholders will have received (whether pursuant to this paragraph 1.2 or by way of dividend or other distribution) the Maximum Return or, if the remaining Liquidation Surplus is insufficient to enable all Equity Shareholders to have received the Maximum Return then such remaining Liquidation Surplus shall be paid to Equity Shareholders in such proportions as to ensure that as far as possible all Equity Shareholders will have received the Maximum Return after payment has been made pursuant to paragraph 1.2.2; and</p> <p>1.2.4 thereafter any balance shall be paid to the Equity Shareholders in proportion to the number of Equity Shares held by each of them.</p> <p>1.3 In the event of an Asset Sale, the Company shall thereupon be wound up and the assets available distributed in accordance with paragraph 1.2.</p> <p>---See Continuation Sheet---</p>	

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

Class of share	Ordinary
Prescribed particulars	<p>1.4 In the event of a Sale at any time prior to the occurrence of an IPO where the Exit Valuation is lower than or equal to the highest Issue Price paid by any holder of A Shares, the total of all and any consideration received (whether in cash or otherwise) in respect of the Shares that are the subject of the Sale shall be re-allocated between the sellers of such Shares so as to ensure that the Sale proceeds are distributed as follows:</p> <p>1.4.1 first in paying to the holders of the A Shares any Arrears;</p> <p>1.4.2 second in paying to the holders of the A Shares the Issue Price paid for the A Shares; and</p> <p>1.4.3 the balance (if any) of such assets shall be distributed amongst the holders of the Ordinary Shares and the A Shares equally as if the same constituted one class of share.</p> <p>For the avoidance of doubt:</p> <p>1.4.4 in the event of a Sale at any time prior to the occurrence of an IPO where the Exit Valuation is greater than the highest Issue Price paid by any holder of A Shares, the total of all and any consideration received (whether in cash or otherwise) in respect of the Shares that are the subject of the Sale shall be re-allocated between the sellers of such Shares in proportion to the number of such Shares held by each of them; and</p> <p>1.4.5 this paragraph 1.4 shall not apply at any time following the occurrence of an IPO.</p> <p>Definitions</p> <p>"A Shares" means the A ordinary shares of £0.01 each in the capital of the Company;</p> <p>"Arrears" means all arrears, accruals and deficiencies of any dividend or other sums payable in respect of the relevant Share whether or not earned or declared and irrespective of whether or not the Company has had, at any time, sufficient distributable profits to pay such dividend or sums, together with all interest and other amounts payable thereon;</p> <p>---See Continuation Sheet---</p>

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

Class of share	Ordinary
Prescribed particulars	<p>"Asset Sale" means the completion of a sale of all or substantially all (as a going concern) of the business and assets of the Company and/or its subsidiaries;</p> <p>"Equity Shareholder" means a holder of Equity Shares;</p> <p>"Equity Shares" means Ordinary Shares and A Shares;</p> <p>"Exit Valuation" means the price per share on a Sale, being the aggregate amount of consideration received and to be received by the shareholders in respect of Shares the subject of the Sale together with any non cash consideration which might reasonably be considered to form part of the aggregate consideration payable in respect of the Sale divided by the total number of Equity Shares the subject of the Sale;</p> <p>"Individual Premium" means in respect of an Equity Share, the premium paid on issue in respect of that Equity Share and if no premium was paid, 1 pence per Equity Share;</p> <p>"IPO" means the listing of the entire share capital or Ordinary Share capital of the company to trading on a public market or stock exchange;</p> <p>"Issue Price" means in relation to any Share, the amount paid up or credited as paid up on it (including the full amount of any premium at which such Share was issued whether or not such premium is applied for any purpose after that);</p> <p>"Liquidation Surplus" means on a return of assets on a liquidation or capital reduction or otherwise, the assets of the Company remaining after the payment of its liabilities;</p> <p>"Maximum Return" means the maximum value of the cumulative amount paid per Equity Share that any one of the Equity Shareholders would have received following payment under paragraphs 1.2.1 and 1.2.2;</p> <p>"Ordinary Shares" means ordinary shares of £0.01 each in the capital of the Company;</p> <p>"Sale" the transfer (whether through a single transaction or a series of transactions) of Shares as a result of which any person (or persons connected with each other, or persons acting in concert with each other (within the meaning given in the City Code on Takeovers and Mergers as in force at the date of the transfer)) would hold or acquire beneficial ownership of or over that number of shares in the Company which in aggregate confers more than 50 per cent of the voting rights normally exercisable at general meetings of the Company, except where immediately following completion of the transfer or sale the shareholders and the proportion of shares held by each of them in the acquirer are the same as the shareholders and their shareholding proportions in the Company immediately prior to the transfer or sale</p>

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

Class of share	A Ordinary	
Prescribed particulars	<p>1.2.1 first, each Equity Shareholder shall be entitled in respect of their Equity Shares to payment of an amount per Equity Share equal to the nominal value of that Equity Share or, if the Liquidation Surplus is insufficient to enable payment to each Equity Shareholder for all the Equity Shares held by them then such Liquidation Surplus shall be paid to the Equity Shareholders in proportion to the number of Equity Shares held by each of them;</p> <p>1.2.2 thereafter if there is any remaining Liquidation Surplus each Equity Shareholder shall be entitled in respect of their Equity Shares to payment of an amount per Equity Share equal to the Individual Premium or, if the remaining Liquidation Surplus is insufficient to enable payment of the Individual Premium to be made then such remaining Liquidation Surplus shall be paid to the Equity Shareholders in proportion to the aggregate premium paid in respect of the Equity Shares held by them;</p> <p>1.2.3 thereafter if there is any remaining Liquidation Surplus each Equity Shareholder shall be entitled in respect of their Equity Shares to payment of such amount per Equity Share (if any) as will ensure that after payment pursuant to paragraph 1.2.2 has been made all Equity Shareholders will have received (whether pursuant to this paragraph 1.2 or by way of dividend or other distribution) the Maximum Return or, if the remaining Liquidation Surplus is insufficient to enable all Equity Shareholders to have received the Maximum Return then such remaining Liquidation Surplus shall be paid to Equity Shareholders in such proportions as to ensure that as far as possible all Equity Shareholders will have received the Maximum Return after payment has been made pursuant to paragraph 1.2.2; and</p> <p>1.2.4 thereafter any balance shall be paid to the Equity Shareholders in proportion to the number of Equity Shares held by each of them.</p> <p>1.3 In the event of an Asset Sale, the Company shall thereupon be wound up and the assets available distributed in accordance with paragraph 1.2.</p> <p>---See Continuation Sheet---</p>	

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

Class of share

A Ordinary

Prescribed particulars

1.4 In the event of a Sale at any time prior to the occurrence of an IPO where the Exit Valuation is lower than or equal to the highest Issue Price paid by any holder of A Shares, the total of all and any consideration received (whether in cash or otherwise) in respect of the Shares that are the subject of the Sale shall be re-allocated between the sellers of such Shares so as to ensure that the Sale proceeds are distributed as follows:

1.4.1 first in paying to the holders of the A Shares any Arrears;

1.4.2 second in paying to the holders of the A Shares the Issue Price paid for the A Shares; and

1.4.3 the balance (if any) of such assets shall be distributed amongst the holders of the Ordinary Shares and the A Shares *equally* as if the same constituted one class of share.

For the avoidance of doubt:

1.4.4 in the event of a Sale at any time prior to the occurrence of an IPO where the Exit Valuation is greater than the highest Issue Price paid by any holder of A Shares, the total of all and any consideration received (whether in cash or otherwise) in respect of the Shares that are the subject of the Sale shall be re-allocated between the sellers of such Shares in proportion to the number of such Shares held by each of them; and

1.4.5 this paragraph 1.4 shall not apply at any time following the occurrence of an IPO.

Definitions

"A Shares" means the A ordinary shares of £0.01 each in the capital of the Company;

"Arrears" means all arrears, accruals and deficiencies of any dividend or other sums payable in respect of the relevant Share whether or not earned or declared and irrespective of whether or not the Company has had, at any time, sufficient distributable profits to pay such dividend or sums, together with all interest and other amounts payable thereon;

---See Continuation Sheet---

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

Class of share	A Ordinary	
Prescribed particulars	<p>"Asset Sale" means the completion of a sale of all or substantially all (as a going concern) of the business and assets of the Company and/or its subsidiaries;</p> <p>"Equity Shareholder" means a holder of Equity Shares;</p> <p>"Equity Shares" means Ordinary Shares and A Shares;</p> <p>"Exit Valuation" means the price per share on a Sale, being the aggregate amount of consideration received and to be received by the shareholders in respect of Shares the subject of the Sale together with any non cash consideration which might reasonably be considered to form part of the aggregate consideration payable in respect of the Sale divided by the total number of Equity Shares the subject of the Sale;</p> <p>"Individual Premium" means in respect of an Equity Share, the premium paid on issue in respect of that Equity Share and if no premium was paid, 1 pence per Equity Share;</p> <p>"IPO" means the listing of the entire share capital or Ordinary Share capital of the company to trading on a public market or stock exchange;</p> <p>"Issue Price" means in relation to any Share, the amount paid up or credited as paid up on it (including the full amount of any premium at which such Share was issued whether or not such premium is applied for any purpose after that);</p> <p>"Liquidation Surplus" means on a return of assets on a liquidation or capital reduction or otherwise, the assets of the Company remaining after the payment of its liabilities;</p> <p>"Maximum Return" means the maximum value of the cumulative amount paid per Equity Share that any one of the Equity Shareholders would have received following payment under paragraphs 1.2.1 and 1.2.2;</p> <p>"Ordinary Shares" means ordinary shares of £0.01 each in the capital of the Company;</p> <p>"Sale" the transfer (whether through a single transaction or a series of transactions) of Shares as a result of which any person (or persons connected with each other, or persons acting in concert with each other (within the meaning given in the City Code on Takeovers and Mergers as in force at the date of the transfer)) would hold or acquire beneficial ownership of or over that number of shares in the Company which in aggregate confers more than 50 per cent of the voting rights normally exercisable at general meetings of the Company, except where immediately following completion of the transfer or sale the shareholders and the proportion of shares held by each of them in the acquirer are the same as the shareholders and their shareholding proportions in the Company immediately prior to the transfer or sale</p>	