

# SH01

## Return of allotment of shares



Companies House



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[www.gov.uk/companieshouse](http://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**  
You cannot use this form  
to give notice of shares taken by  
you on formation of the company  
for an allotment of a new  
share by an unlimited company.

THURSDAY



A20 \*A863ESAP\* #289  
23/05/2019  
COMPANIES HOUSE

### 1 Company details

Company number 0 9 9 4 8 7 2 5

Company name in full Urban Massage Holding 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 d 1 8 m 0 4 y 2 0 y 1 9  
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	Ordinary	4,534,073	£0.001	£1.6548	0
GBP	Series A	7,957,417	£0.001	£1.6548	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)

28/5/19 3.0 0.5

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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>				
GBP	Ordinary	19,992,138	19,992.138	
	Series A	14,603,500	14,603,500	
<b>Totals</b>		34,595,638	34,595.638	0

<b>Currency table B</b>				
<b>Totals</b>				

<b>Currency table C</b>				
<b>Totals</b>				

**Totals (including continuation pages)**

Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
34,595,638	34,595.638	0

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

Ordinary

Prescribed particulars  
①

See continuation sheet

**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

Series A

Prescribed particulars  
①

See continuation sheet

Class of share

Prescribed particulars  
①**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 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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## Return of allotment of shares

**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	Ref: URZT/UBFT6
Company name	Taylor Wessing LLP
Address	5 New Street Square
Post town	London
County/Region	
Postcode	E C 4 A 3 T W
Country	United Kingdom
DX	41 London
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](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

Class of shares	Number of shares	Aggregate nominal value (£, €, \$, etc)	Total aggregate amount unpaid, if any (£, €, \$, etc)
E.g. Ordinary/Preference etc.		Number of shares issued multiplied by nominal value	Including both the nominal value and any share premium

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## Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	Ordinary	
Prescribed particulars	<p>Voting: on a show of hands each shareholder has one vote and on a poll each shareholder has one vote per share.</p> <p>Capital: on a Share Sale or on a distribution of assets on a liquidation or a return of capital (other than a conversion, redemption or purchase of Shares), the Proceeds of Sale or the surplus assets of the Company remaining after payment of its liabilities (the "Surplus") (as the case may be) (such Proceeds of Sale or Surplus hereinafter referred to as the "Distributable Funds") shall be distributed (to the extent that the Company is lawfully permitted to do so) as follows:</p> <p>(a) first, in paying to each Equity Shareholder the aggregate Original Purchase Price paid by such Equity Shareholder, provided that, if there are insufficient Distributable Funds to pay the Original Purchase Price on each Equity Share, the available Distributable Funds shall be distributed to the Equity Shareholders pro rata to the respective aggregate Original Purchase Price paid by each Equity Shareholder;</p> <p>(b) second, the balance of the Surplus (less any amount payable under (c) (if any)) shall be distributed in paying to each Equity Shareholder (a "Shortfall Shareholder") who has been paid a lower amount under (a) above than such Shortfall Shareholder would have been paid had the Distributable Funds been distributed to all Equity Shareholders pro rata to their respective holdings of Equity Shares (his "Pro Rata Entitlement"), such amount to which each Shortfall Shareholder is entitled according to the number of Equity Shares held by him, pro rata to the aggregate number of Equity Shares held by all Shortfall Shareholders, provided that no amount shall be paid to any Shortfall Shareholder under this (b) which would result in such Shortfall Shareholder being paid an amount in excess of his Pro Rata Entitlement;</p> <p>(c) third in paying to the holders of the Deferred Shares, if any, a total of £1.00 for the entire class of Deferred Shares (which payment shall be deemed satisfied by payment to any one holder of Deferred Shares) provided that no payment shall be made under this (c) unless the holders of Equity Shares have received £675 million or more in respect of each Equity Share held by them.</p> <p>Dividend: dividends shall be distributed pro-rata between shares except for a Special Dividend, which shall be distributed in the same order of priority in respect of a return of capital above.</p> <p>Redemption: the shares are not 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	Series A	
Prescribed particulars	<p>Voting: on a show of hands each shareholder has one vote and on a poll each shareholder has one vote per share.</p> <p>Capital: on a Share Sale or on a distribution of assets on a liquidation or a return of capital (other than a conversion, redemption or purchase of Shares), the Proceeds of Sale or the surplus assets of the Company remaining after payment of its liabilities (the "Surplus") (as the case may be) (such Proceeds of Sale or Surplus hereinafter referred to as the "Distributable Funds") shall be distributed (to the extent that the Company is lawfully permitted to do so) as follows:</p> <p>(a) first, in paying to each Equity Shareholder the aggregate Original Purchase Price paid by such Equity Shareholder, provided that, if there are insufficient Distributable Funds to pay the Original Purchase Price on each Equity Share, the available Distributable Funds shall be distributed to the Equity Shareholders pro rata to the respective aggregate Original Purchase Price paid by each Equity Shareholder;</p> <p>(b) second, the balance of the Surplus (less any amount payable under (c) (if any)) shall be distributed in paying to each Equity Shareholder (a "Shortfall Shareholder") who has been paid a lower amount under (a) above than such Shortfall Shareholder would have been paid had the Distributable Funds been distributed to all Equity Shareholders pro rata to their respective holdings of Equity Shares (his "Pro Rata Entitlement"), such amount to which each Shortfall Shareholder is entitled according to the number of Equity Shares held by him, pro rata to the aggregate number of Equity Shares held by all Shortfall Shareholders, provided that no amount shall be paid to any Shortfall Shareholder under this (b) which would result in such Shortfall Shareholder being paid an amount in excess of his Pro Rata Entitlement;</p> <p>(c) third in paying to the holders of the Deferred Shares, if any, a total of £1.00 for the entire class of Deferred Shares (which payment shall be deemed satisfied by payment to any one holder of Deferred Shares) provided that no payment shall be made under this (c) unless the holders of Equity Shares have received £675 million or more in respect of each Equity Share held by them.</p> <p>Dividend. dividends shall be distributed pro-rata between shares except for a Special Dividend, which shall be distributed in the same order of priority in respect of a return of capital above.</p> <p>Redemption: the shares are not redeemable.</p>	



Companies House

**COMPANY NAME:** URBAN MASSAGE HOLDING LIMITED  
**COMPANY NUMBER:** 09948725

**A SECOND FILED SH01 WAS REGISTERED ON 04/07/2019**