

SH01

Return of allotment of shares

You can use the WebFiling service to file this form online.

Please go to www.companieshouse.gov.uk

☒ **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



A26 *A599Z7U1* 16/06/2016 #270
COMPANIES HOUSE

1 Company details

Company number 1 0 0 8 4 9 1 7

Company name in full Job and Talent Holding Limited (the "Company")

→ 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 m₅ y₂ y₀ y₁ y₆

To Date d₃ d₁ m₀ m₅ y₂ y₀ y₁ y₆

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.

Class of shares (E.g. Ordinary/Preference etc.)	Currency ②	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
Please see continuation page					

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)

The consideration payable in respect of the issue of the Ordinary Shares was satisfied by the transfer of 1,381 shares with a face value of EUR 3.05 in the capital of Jobs and Talent, S.L.. The Ordinary Shares are to be treated as fully paid up.

The consideration payable in respect of the issue of the Series A1 Preferred Shares was satisfied by the transfer of 1,385 shares with a face value of EUR 3.05 in the capital of Jobs and Talent, S.L.. The Series A1 Preferred Shares are to be treated as fully paid up.

The consideration payable in respect of the issue of the Series A2 Preferred Shares was satisfied by the transfer of 3,703 shares with a face value of EUR 3.05 in the capital of Jobs and Talent, S.L.. The Series A2 Preferred Shares are to be treated as fully paid up.

The consideration payable in respect of the issue of the Series A3 Preferred Shares was satisfied by the transfer of 3,833 shares with a face value of EUR 3.05 in the capital of Jobs and Talent, S.L.. The Series A3 Preferred Shares are to be treated as fully paid up.

Shares allotted

2 Currency
If currency details are not completed we will assume currency is in pound sterling.

CHFP025 Laserform International 2/11

SH01

Return of allotment of shares

Statement of capital

Section 4 (also **Section 5** and **Section 6**, if appropriate) should reflect the company's issued capital at the date of this return.

4 Statement of capital (Share capital in pound sterling (£))

Please complete the table below to show each class of shares held in pound sterling. If all your issued capital is in sterling, only complete **Section 4** and then go to **Section 7**.

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
				£
				£
				£
				£
Totals				£

5 Statement of capital (Share capital in other currencies)

Please complete the table below to show any class of shares held in other currencies.
Please complete a separate table for each currency.

Currency	EUR - Please see continuation page			
Class of shares (E.g. Ordinary / Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

6 Statement of capital (Totals)

	Please give the total number of shares and total aggregate nominal value of issued share capital.		④ Total aggregate nominal value Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.
Total number of shares	14 , 398 , 314		
Total aggregate nominal value ④	EUR 14 , 398 .314		

① Including both the nominal value and any share premium.

③ E.g. Number of shares issued multiplied by nominal value of each share.

② Total number of issued shares in this class.

Continuation Pages
Please use a Statement of Capital continuation page if necessary.

Please complete the table below to show any class of shares held in other currencies. Please complete a separate table for each currency.

- ❶ Including both the nominal value and any share premium.
- ❷ Total number of issued shares in this class.
- ❸ E.g. Number of shares issued multiplied by nominal value of each share.

SH01

Return of allotment of shares

7 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 statement of capital share tables in Section 4 and Section 5 .
Class of share	Please see continuation pages
Prescribed particulars ①	
Class of share	
Prescribed particulars ①	
Class of share	
Prescribed particulars ①	

① Prescribed particulars of rights attached to shares

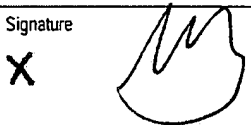
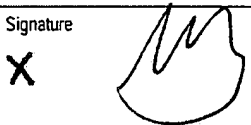
The particulars are:

- 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 and any terms or conditions relating to redemption of these shares.

A separate table must be used for each class of share.

Continuation page

Please use a Statement of Capital continuation page if necessary.

8 Signature	
	I am signing this form on behalf of the company.
Signature	<div style="display: flex; align-items: center;"> <div style="margin-right: 20px;"> Signature  </div> <div style="margin-left: 20px;">  </div> </div>
	<p>This form may be signed by: Director ②, Secretary, Person authorised ③, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.</p>

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.

SH01 - continuation page

Return of allotment of shares

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

Class of share	Ordinary
Prescribed particulars	<p>a. The Ordinary Shares (as defined in the company's articles of association (the "Articles")) shall confer on each holder of Ordinary Shares the right to receive notice of and to attend, speak and vote at all general meetings of the company and to receive and vote on proposed written resolutions of the company.</p> <p>b. Any Available Profits (as defined in the Articles) which the company may determine to distribute in respect of any Financial Year (as defined in the Articles), will be distributed among the holders of the Equity Shares (as defined in the Articles) (pari passu as if the Equity Shares constituted one class of share) pro rata to the number of Equity Shares held.</p> <p>c. With respects to capital, on a distribution of assets on a liquidation or a return of capital (other than a conversion, redemption or purchase of Shares (as defined in the Articles)) the surplus assets of the company remaining after payment of its liabilities shall be applied (to the extent that the company is lawfully permitted to do so):</p> <p>(i) first in paying to each of the Series B Preferred Shareholders (as defined in the Articles), in priority to any other classes of Shares, an amount per Series B Preferred Share (as defined in the Articles) held equal to the Preference Amount (as defined in the Articles) together with a sum equal to any Arrears (as defined in the Articles) on the Series B Preferred Shares held by them (provided that if there are insufficient surplus assets to pay the amounts per share equal to the Preference Amount, the remaining surplus assets shall be distributed to the Series B Shareholders pro rata to the amounts paid up on the Series B Preferred Shares);</p> <p>(ii) second in paying to each of the Series A Shareholders, in priority to the Deferred Shares (as defined in the Articles) and the Ordinary Shares, an amount per Series A Preferred Share (as defined in the Articles) held equal to the Preference Amount together with a sum equal to any Arrears on the Series</p>

SH01 - continuation page

Return of allotment of shares

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

Class of share	Ordinary Shares (cont.)
Prescribed particulars	<p>A Preferred Shares held by them (provided that if there are insufficient surplus assets to pay the amounts per share equal to the Preference Amount, the remaining surplus assets shall be distributed to the Series A Shareholders pro rata to the amounts paid up on the Series A Preferred Shares);</p> <p>(iii) third in paying to the holders of the Deferred Shares, if any, a total of EUR 1.00 for the entire class of Deferred Shares (which payment shall be deemed satisfied by payment to any one holder of Deferred Shares); and</p> <p>(iv) the balance of the surplus assets (if any) shall be distributed among the holders of Ordinary Shares pro rata to the number of Ordinary Shares held.</p> <p>d. The Ordinary Shares are not to be redeemed or liable to be redeemed at the option of the company or the shareholders.</p>

SH01 - continuation page

Return of allotment of shares

7

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

Class of share	Series A1 Preferred	
Prescribed particulars	<p>a. The Series A1 Preferred Shares (as defined in the Articles) shall confer on each holder of Series A1 Preferred Shares the right to receive notice of and to attend, speak and vote at all general meetings of the company and to receive and vote on proposed written resolutions of the company.</p> <p>b. Any Available Profits which the company may determine to distribute in respect of any Financial Year, will be distributed among the holders of the Equity Shares (pari passu as if the Equity Shares constituted one class of share) pro rata to the number of Equity Shares held.</p> <p>c. With respects to capital, on a distribution of assets on a liquidation or a return of capital (other than a conversion, redemption or purchase of Shares) the surplus assets of the company remaining after payment of its liabilities shall be applied (to the extent that the company is lawfully permitted to do so):</p> <p>(i) first in paying to each of the Series B Preferred Shareholders, in priority to any other classes of Shares, an amount per Series B Preferred Share held equal to the Preference Amount together with a sum equal to any Arrears on the Series B Preferred Shares held by them (provided that if there are insufficient surplus assets to pay the amounts per share equal to the Preference Amount, the remaining surplus assets shall be distributed to the Series B Shareholders pro rata to the amounts paid up on the Series B Preferred Shares);</p> <p>(ii) second in paying to each of the Series A Shareholders, in priority to the Deferred Shares and the Ordinary Shares, an amount per Series A Preferred Share held equal to the Preference Amount together with a sum equal to any Arrears on the Series A Preferred Shares held by them (provided that if there are insufficient surplus assets to pay the amounts per share equal to the Preference Amount, the remaining surplus assets shall be distributed to the Series A</p>	

SH01 - continuation page

Return of allotment of shares

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

Class of share	Series A1 Preferred (cont.)
Prescribed particulars	<p>Shareholders pro rata to the amounts paid up on the Series A Preferred Shares);</p> <p>(iii) third in paying to the holders of the Deferred Shares, if any, a total of EUR 1.00 for the entire class of Deferred Shares (which payment shall be deemed satisfied by payment to any one holder of Deferred Shares); and</p> <p>(iv) the balance of the surplus assets (if any) shall be distributed among the holders of Ordinary Shares pro rata to the number of Ordinary Shares held.</p> <p>d. The Series A1 Preferred Shares are not to be redeemed or liable to be redeemed at the option of the company or the shareholders.</p>

SH01 - continuation page

Return of allotment of shares

7

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

Class of share	Series A2 Preferred
Prescribed particulars	<p>a. The Series A2 Preferred Shares (as defined in the Articles) shall confer on each holder of Series A2 Preferred Shares the right to receive notice of and to attend, speak and vote at all general meetings of the company and to receive and vote on proposed written resolutions of the company.</p> <p>b. Any Available Profits which the company may determine to distribute in respect of any Financial Year, will be distributed among the holders of the Equity Shares (pari passu as if the Equity Shares constituted one class of share) pro rata to the number of Equity Shares held.</p> <p>c. With respects to capital, on a distribution of assets on a liquidation or a return of capital (other than a conversion, redemption or purchase of Shares) the surplus assets of the company remaining after payment of its liabilities shall be applied (to the extent that the company is lawfully permitted to do so):</p> <p>(i) first in paying to each of the Series B Preferred Shareholders, in priority to any other classes of Shares, an amount per Series B Preferred Share held equal to the Preference Amount together with a sum equal to any Arrears on the Series B Preferred Shares held by them (provided that if there are insufficient surplus assets to pay the amounts per share equal to the Preference Amount, the remaining surplus assets shall be distributed to the Series B Shareholders pro rata to the amounts paid up on the Series B Preferred Shares);</p> <p>(ii) second in paying to each of the Series A Shareholders, in priority to the Deferred Shares and the Ordinary Shares, an amount per Series A Preferred Share held equal to the Preference Amount together with a sum equal to any Arrears on the Series A Preferred Shares held by them (provided that if there are insufficient surplus assets to pay the amounts per share equal to the Preference Amount, the remaining surplus assets shall be distributed to the Series A</p>

SH01 - continuation page

Return of allotment of shares

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

Class of share	Series A2 Preferred (cont.)	
Prescribed particulars	<p>Shareholders pro rata to the amounts paid up on the Series A Preferred Shares);</p> <p>(iii) third in paying to the holders of the Deferred Shares, if any, a total of EUR 1.00 for the entire class of Deferred Shares (which payment shall be deemed satisfied by payment to any one holder of Deferred Shares); and</p> <p>(iv) the balance of the surplus assets (if any) shall be distributed among the holders of Ordinary Shares pro rata to the number of Ordinary Shares held.</p> <p>d. The Series A2 Preferred Shares are not to be redeemed or liable to be redeemed at the option of the company or the shareholders.</p>	

SH01 - continuation page

Return of allotment of shares

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

Class of share	Series A3 Preferred
Prescribed particulars	<p>a. The Series A3 Preferred Shares (as defined in the Articles) shall confer on each holder of Series A3 Preferred Shares the right to receive notice of and to attend, speak and vote at all general meetings of the company and to receive and vote on proposed written resolutions of the company.</p> <p>b. Any Available Profits which the company may determine to distribute in respect of any Financial Year, will be distributed among the holders of the Equity Shares (pari passu as if the Equity Shares constituted one class of share) pro rata to the number of Equity Shares held.</p> <p>c. With respects to capital, on a distribution of assets on a liquidation or a return of capital (other than a conversion, redemption or purchase of Shares) the surplus assets of the company remaining after payment of its liabilities shall be applied (to the extent that the company is lawfully permitted to do so):</p> <p>(i) first in paying to each of the Series B Preferred Shareholders, in priority to any other classes of Shares, an amount per Series B Preferred Share held equal to the Preference Amount together with a sum equal to any Arrears on the Series B Preferred Shares held by them (provided that if there are insufficient surplus assets to pay the amounts per share equal to the Preference Amount, the remaining surplus assets shall be distributed to the Series B Shareholders pro rata to the amounts paid up on the Series B Preferred Shares);</p> <p>(ii) second in paying to each of the Series A Shareholders, in priority to the Deferred Shares and the Ordinary Shares, an amount per Series A Preferred Share held equal to the Preference Amount together with a sum equal to any Arrears on the Series A Preferred Shares held by them (provided that if there are insufficient surplus assets to pay the amounts per share equal to the Preference Amount, the remaining surplus assets shall be distributed to the Series A</p>

SH01 - continuation page

Return of allotment of shares

7

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

Class of share	Series A3 Preferred (cont.)	
Prescribed particulars	<p>Shareholders pro rata to the amounts paid up on the Series A Preferred Shares);</p> <p>(iii) third in paying to the holders of the Deferred Shares, if any, a total of EUR 1.00 for the entire class of Deferred Shares (which payment shall be deemed satisfied by payment to any one holder of Deferred Shares); and</p> <p>(iv) the balance of the surplus assets (if any) shall be distributed among the holders of Ordinary Shares pro rata to the number of Ordinary Shares held.</p> <p>d. The Series A3 Preferred Shares are not to be redeemed or liable to be redeemed at the option of the company or the shareholders.</p>	

SH01 - continuation page

Return of allotment of shares

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

Class of share	Series B1 Preferred
Prescribed particulars	<p>a. The Series B1 Preferred Shares (as defined in the Articles) shall confer on each holder of Series B1 Preferred Shares the right to receive notice of and to attend, speak and vote at all general meetings of the company and to receive and vote on proposed written resolutions of the company.</p> <p>b. Any Available Profits which the company may determine to distribute in respect of any Financial Year, will be distributed among the holders of the Equity Shares (pari passu as if the Equity Shares constituted one class of share) pro rata to the number of Equity Shares held.</p> <p>c. With respects to capital, on a distribution of assets on a liquidation or a return of capital (other than a conversion, redemption or purchase of Shares) the surplus assets of the company remaining after payment of its liabilities shall be applied (to the extent that the company is lawfully permitted to do so):</p> <p>(i) first in paying to each of the Series B Preferred Shareholders, in priority to any other classes of Shares, an amount per Series B Preferred Share held equal to the Preference Amount together with a sum equal to any Arrears on the Series B Preferred Shares held by them (provided that if there are insufficient surplus assets to pay the amounts per share equal to the Preference Amount, the remaining surplus assets shall be distributed to the Series B Shareholders pro rata to the amounts paid up on the Series B Preferred Shares);</p> <p>(ii) second in paying to each of the Series A Shareholders, in priority to the Deferred Shares and the Ordinary Shares, an amount per Series A Preferred Share held equal to the Preference Amount together with a sum equal to any Arrears on the Series A Preferred Shares held by them (provided that if there are insufficient surplus assets to pay the amounts per share equal to the Preference Amount, the remaining surplus assets shall be distributed to the Series A</p>

SH01 - continuation page

Return of allotment of shares

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

Class of share	Series B1 Preferred Shares (cont.)	
Prescribed particulars	<p>Shareholders pro rata to the amounts paid up on the Series A Preferred Shares);</p> <p>(iii) third in paying to the holders of the Deferred Shares, if any, a total of EUR 1.00 for the entire class of Deferred Shares (which payment shall be deemed satisfied by payment to any one holder of Deferred Shares); and</p> <p>(iv) the balance of the surplus assets (if any) shall be distributed among the holders of Ordinary Shares pro rata to the number of Ordinary Shares held.</p> <p>d. The Series B1 Preferred Shares are not to be redeemed or liable to be redeemed at the option of the company or the shareholders.</p>	

SH01 - continuation page

Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	Deferred	
Prescribed particulars	<p>a. The Deferred Shares shall not entitle the holders of them to receive notice of, to attend, to speak or to vote at any general meeting of the company nor to receive or vote on, or otherwise constitute an eligible member for the purposes of, proposed written resolutions of the company.</p> <p>b. As respects dividends, the holders of Deferred Shares have no right to participate in a distribution.</p> <p>c. With respects to capital, on a distribution of assets on a liquidation or a return of capital (other than a conversion, redemption or purchase of Shares) the surplus assets of the company remaining after payment of its liabilities shall be applied (to the extent that the company is lawfully permitted to do so):</p> <p>(i) first in paying to each of the Series B Preferred Shareholders, in priority to any other classes of Shares, an amount per Series B Preferred Share held equal to the Preference Amount together with a sum equal to any Arrears on the Series B Preferred Shares held by them (provided that if there are insufficient surplus assets to pay the amounts per share equal to the Preference Amount, the remaining surplus assets shall be distributed to the Series B Shareholders pro rata to the amounts paid up on the Series B Preferred Shares);</p> <p>(ii) second in paying to each of the Series A Shareholders, in priority to the Deferred Shares and the Ordinary Shares, an amount per Series A Preferred Share held equal to the Preference Amount together with a sum equal to any Arrears on the Series A Preferred Shares held by them (provided that if there are insufficient surplus assets to pay the amounts per share equal to the Preference Amount, the remaining surplus assets shall be distributed to the Series A</p>	

SH01 - continuation page

Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	Deferred (cont.)	
Prescribed particulars	<p>Shareholders pro rata to the amounts paid up on the Series A Preferred Shares);</p> <p>(iii) third in paying to the holders of the Deferred Shares, if any, a total of EUR 1.00 for the entire class of Deferred Shares (which payment shall be deemed satisfied by payment to any one holder of Deferred Shares); and</p> <p>(iv) the balance of the surplus assets (if any) shall be distributed among the holders of Ordinary Shares pro rata to the number of Ordinary Shares held.</p> <p>d. The Deferred Shares may be redeemed by the company at any time at its option for one penny for all the deferred shares registered in the name of any holder(s) without obtaining sanction of the holder(s).</p>	

SH01

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 Mark Webster

Company name Dickson Minto W.S.

Address The Broadgate Tower

20 Primrose Street

London

Post town

County/Region

Postcode E C 2 A 2 E W

Country

DX

Telephone +44 (0) 20 7628 4455



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 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.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk