

**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.

WEDNESDAY



A23 *A860UISR* #318
22/05/2019
COMPANIES HOUSE

1**Company details**

Company number 1 0 4 2 2 5 1 4

Company name in full SGN 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 0 d 8 m 0 m 3 y 2 y 0 y 1 y 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
£STERLING	"A" ORDINARY	418528	0.001	7.168	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 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				
£STERLING	"A" ORDINARY	4913412	4913.412	
£STERLING	"B" ORDINARY	360000	3,600.00	
Totals		5273412	8513.412	0.00
Currency table B				
Totals				
Currency table C				
Totals				
		Total number of shares	Total aggregate nominal value ①	Total aggregate amount unpaid ①
Totals (including continuation pages)		5273412	8513.412	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**.**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

"A" ORDINARY

Prescribed particulars

1

SEE CONTINUATION PAGES 1 TO 3

Class of share

"B" ORDINARY

Prescribed particulars

1

SEE CONTINUATION PAGES 1 TO 3

Class of share

Prescribed particulars

1

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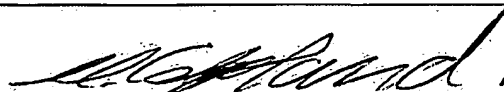
Signature

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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**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 Sam Sutton

Company name Mills & Reeve LLP

Address 1 St James Court

Whitefriars

Post town Norwich

County/Region Norfolk

Postcode

N	R	3		1	R	U
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Country United Kingdom

DX DX 5210 Norwich

Telephone 01603 660155

**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.

**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.

**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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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	"B" ORDINARY (CONTINUATION PAGE 1)	
Prescribed particulars	<p>Voting: On a show of hands every holder present is entitled to one vote and on a poll or written resolution (subject to the paragraph below) one vote for each share held.</p> <p>The votes capable of being cast by each holder of B ordinary shares shall be the lesser of (i) 5% of the votes capable of being cast on any resolution of the Company (the "B" Shareholder Voting Threshold") and (ii) the amount of votes capable of being cast on any resolution of the Company pursuant to the paragraph above. In the event that the holder of B ordinary shares holds more than the "B" Shareholder Voting Threshold (the difference being the "B" Shareholder Excess Votes"), such holder shall be entitled to cast votes representing the "B" Shareholder Voting Threshold and the holders of the "A" ordinary shares shall be entitled to cast votes representing the "B" Shareholder Excess Votes pro rata to their respective holdings.</p> <p>Distributions: The directors have the discretion to declare (or recommend as the case may be) a dividend on one class of Share to the exclusion of the other class(es), and/or to declare (or recommend as the case may be) a different level of dividend on each class of Share. The directors shall not declare and the Company shall not pay a dividend or make any distribution on or in respect of the "B" ordinary shares unless and until the Founders have first consented in writing to any such dividend or distribution and then any such dividend or distribution shall only be paid or made at such times and in such amounts or manner as the Founders may (in their absolute discretion) determine.</p> <p>Capital (including on a winding up): On an Exit, the entitlement of a holder of shares to a proportion of the Equity Proceeds shall be calculated as follows:</p> <ol style="list-style-type: none"> 1. first, Equity Proceeds shall be allocated to the holders of the "A" ordinary shares for the purposes of paying any Arrears due to them; 2. second, Equity Proceeds remaining after the payment of any Arrears to holders of "A" ordinary shares (if any) shall be allocated to the holders of the "A" ordinary shares for the purposes of paying to them an amount equal to the Issue Price paid by them for the "A" ordinary shares which they hold; and 3. the balance (if any) of any Equity Proceeds remaining shall be distributed amongst the holders of the "A" ordinary shares and "B" ordinary shares in the following proportions: <p>SEE CONTINUATION PAGE 2</p>	

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

Class of share	"B" ORDINARY (CONTINUATION PAGE 2)	
Prescribed particulars	<p>i) 64% to the holders of the "A" ordinary shares by reference to the number of shares held by them of that class of share; and</p> <p>ii) 36% to the holders of the "B" ordinary shares by reference to the number of share held by them of that class of share.</p> <p>Redemption: The B ordinary shares are not liable to be redeemed at the option of the company or shareholder.</p> <p>Definitions:</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>"Control" has the meaning given to it in section 995 of the Income Tax Act 2007;</p> <p>"Equity Proceeds" means:</p> <ul style="list-style-type: none"> a) in the case of a Share Sale, the aggregate consideration for the whole of the issued share capital of the Company expressed as a cash price (whether that consideration is to be satisfied in cash, shares, loan stock, deferred consideration or a combination thereof or otherwise, any non-cash consideration being valued by the board) paid or payable pursuant to the agreement or the offer for such Shares; B) in the case of a Listing, an amount equal to the aggregate value of the whole of the issued share capital (excluding for this purpose any additional shares issued at the time of the Listing for the purpose of a fundraising) based on the price per share at which funds are raised at the time of the Listing or, if there is no fundraising at the time of the Listing, the anticipated opening trading price per share, as certified by the company's financial advisers at the time; C) in the case of a Return of Capital, an amount equal to the total amount available for distribution to holders of Shares as a result of the Return of Capital by way of dividend, dividend on liquidation; and D) in all other cases, an amount determined by the Founders on a fair and reasonable basis to be the market value for the whole of the issued and to be issued share capital of the Company; <p>SEE CONTINUATION PAGE 3</p>	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	"B" ORDINARY (CONTINUATION PAGE 3)	
Prescribed particulars	<p>"Exit" means a Share Sale, Return of Capital or a Listing;</p> <p>"Founders" means Susan Tobbell and Graham Peacock</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>"Listing" means the admission of all or any part of the share capital of the Company to a stock exchange trading facility (including, without limitation, the AIM Market of the London Stock Exchange Group plc, the Official List of the UK Listing Authority or any other recognised investment exchange (as defined by section 285 of the Financial Services and Markets Act 2000)) and such admission becoming effective;</p> <p>"Liquidation" means the passing of a resolution for the winding up of the Company;</p> <p>"Return of capital" means a return of capital or assets to shareholders after payment of the Company's liabilities (and whether upon a Liquidation, by way of scheme of arrangement or otherwise) which shall include a return of capital following the occurrence of a Trade Sale;</p> <p>"Share Sale" means (other than in or as part of a Solvent Re-organisation) the completion of any sale of any interest in shares (whether in one transaction or a series of related transactions) resulting in the transferee (either alone or in conjunction with any other person(s) connected with the transferee) obtaining Control where the transferee held no such Control prior to such sale;</p> <p>"Solvent Reorganisation" means a solvent re-organisation of the company by any means, including the acquisition of the Company by a new holding company or any other re-organisation of the Company involving its assets or the company's share or debt capital; and</p> <p>"Trade Sale" means either the sale or other disposal whether by one transaction or a series of related transactions of the whole or substantially the whole of the undertaking, trade and assets of the company (other than in or as part of a Solvent Re-organisation).</p>	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	"A" ORDINARY (CONTINUATION PAGE 1)	
Prescribed particulars	<p>Voting: On a show of hands every holder present is entitled to one vote and on a poll or written resolution (subject to the paragraph below) one vote for each share held.</p> <p>The votes capable of being cast by each holder of B ordinary shares shall be the lesser of (i) 5% of the votes capable of being cast on any resolution of the Company (the "B" Shareholder Voting Threshold") and (ii) the amount of votes capable of being cast on any resolution of the Company pursuant to the paragraph above. In the event that the holder of B ordinary shares holds more than the "B" Shareholder Voting Threshold (the difference being the "B" Shareholder Excess Votes"), such holder shall be entitled to cast votes representing the "B" Shareholder Voting Threshold and the holders of the "A" ordinary shares shall be entitled to cast votes representing the "B" Shareholder Excess Votes pro rata to their respective holdings.</p> <p>Distributions: The directors have the discretion to declare (or recommend as the case may be) a dividend on one class of Share to the exclusion of the other class(es), and/or to declare (or recommend as the case may be) a different level of dividend on each class of Share.</p> <p>Capital (including on a winding up): On an Exit, the entitlement of a holder of shares to a proportion of the Equity Proceeds shall be calculated as follows:</p> <ol style="list-style-type: none"> 1. first, Equity Proceeds shall be allocated to the holders of the "A" ordinary shares for the purposes of paying any Arrears due to them; 2. second, Equity Proceeds remaining after the payment of any Arrears to holders of "A" ordinary shares (if any) shall be allocated to the holders of the "A" ordinary shares for the purposes of paying to them an amount equal to the Issue Price paid by them for the "A" ordinary shares which they hold; and 3. the balance (if any) of any Equity Proceeds remaining shall be distributed amongst the holders of the "A" ordinary shares and "B" ordinary shares in the following proportions: <ol style="list-style-type: none"> i) 64% to the holders of the "A" ordinary shares by reference to the number of shares held by them of that class of share; and ii) 36% to the holders of the "B" ordinary shares by reference to the number of share held by them of that class of share. <p>SEE CONTINUATION PAGE 2</p>	

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Class of share	"A" ORDINARY (CONTINUATION PAGE 2)	
Prescribed particulars	<p>Redemption: The A ordinary shares are not liable to be redeemed at the option of the company or the shareholder.</p> <p>Definitions:</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>"Control" has the meaning given to it in section 995 of the Income Tax Act 2007;</p> <p>"Equity Proceeds" means:</p> <ol style="list-style-type: none"> in the case of a Share Sale, the aggregate consideration for the whole of the issued share capital of the Company expressed as a cash price (whether that consideration is to be satisfied in cash, shares, loan stock, deferred consideration or a combination thereof or otherwise, any non-cash consideration being valued by the board) paid or payable pursuant to the agreement or the offer for such Shares; in the case of a Listing, an amount equal to the aggregate value of the whole of the issued share capital (excluding for this purpose any additional shares issued at the time of the Listing for the purpose of a fundraising) based on the price per share at which funds are raised at the time of the Listing or, if there is no fundraising at the time of the Listing, the anticipated opening trading price per share, as certified by the company's financial advisers at the time; in the case of a Return of Capital, an amount equal to the total amount available for distribution to holders of Shares as a result of the Return of Capital by way of dividend, dividend on liquidation; and in all other cases, an amount determined by the Founders on a fair and reasonable basis to be the market value for the whole of the issued and to be issued share capital of the Company; <p>SEE CONTINUATION PAGE 3</p>	

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