

SH01

Return of allotment of shares

 laserform

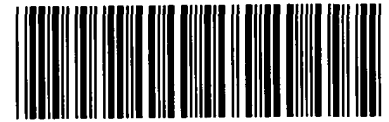


Go online to file this information
www.gov.uk/companieshouse

✓ **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 subs
on formation of the company or
for an allotment of a new class
shares by an unlimited compar

WEDNESDAY



A19 *A7J6SVW9* #240
21/11/2018
COMPANIES HOUSE

1 Company details

Company number 1 0 6 4 3 1 7 5

Company name in full Briar Holdings 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 ^d3 ^m1 ^m0 ^y2 ^y0 ^y1 ^y8
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	Preference	7	1.00	1.00	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)

SH01

Return of allotment of shares

4

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				
GBP	Preference	7	7.00	
GBP	Ordinary	100	100.00	
Totals		107	107.00	0.00
Currency table B				
Totals				
Currency table C				
Totals				
Totals (including continuation pages)		107	107.00	0.00

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

SH01

Return of allotment of shares

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

The shares have attached to them full voting, dividend and capital distribution (including on winding up) rights; they do not confer any rights of redemption.

Class of share

Preference

Prescribed particulars

1

Please see attached

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.

6

Signature

I am signing this form on behalf of the company.

Signature

Signature

X  X

This form may be signed by:

Director 1, Secretary, Person authorised 1, 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.

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 Kirsten Panter

Company name Travers Smith LLP

Address 10 Snow Hill

Post town London

County/Region

Postcode E C 1 A 2 A L

Country

DX

Telephone 02072953293



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

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

BRIAR HOLDINGS LIMITED

COMPANY NUMBER: 10643175

RIGHTS ATTACHED TO PREFERENCE SHARES

Definitions:

"Act" means the Companies Act 2006, including any statutory modification, replacement or re-enactment thereof from time to time in force.

"Available Profits" means profits available for distribution within the meaning of the Act.

"Board" means the board of directors of the Company (or a duly authorised committee thereof) from time to time.

"Company" means Briar Holdings Limited (company number 10643175)

"Investor Consent" shall be as defined in the Parent Articles.

"Parent" means Seal Topco Limited (company number 1104472).

"Parent Articles" means the articles of association of the Parent as amended, varied, supplemented or replaced from time to time.

"Model Article" means the articles contained in the model articles for public companies, as set out in schedule 3 to the Companies (Model Articles) Regulations (SI 2008/3229)

"Ordinary Shares" means the ordinary shares of £1.00 each in the capital of the Company.

"Preference Shares" means the preference shares of £1.00 each in the capital of the Company.

"Shareholder" means any holder of any Share from time to time.

Share means any share in the capital of the Company from time to time.

SHARE RIGHTS

DIVIDEND RIGHTS

- 1.1** Subject to: (i) the Board recommending payment of the same; (ii) Investor Consent; and (iii) the remaining provisions of this Article 1, any Available Profits which the Company may

determine to distribute in respect of any financial year shall be distributed amongst the holders of the Ordinary Shares and the Preference Shares as follows:

- 1.1.1** 99.9% of such Available Profits shall be distributed amongst the holders of the Ordinary Shares according to the number of such Ordinary Shares held by the relevant Shareholder at the relevant time; and
 - 1.1.2** 0.1% of such Available Profits shall be distributed amongst the holders of the Preference Shares according the number of such Preference Shares held by the relevant Shareholder at the relevant time.
- 1.2** Model Article 70(1) shall be amended by the insertion of the words "Subject to Article 1.1" at the start of that Model Article.
- 1.3** Model Article 70(2) shall be amended by the insertion of the words "Subject to Article 1.1" at the start of that Model Article.

RETURN OF CAPITAL RIGHTS

- 2.1** The rights as regards return of capital attaching to each class of Shares shall be as set out in this Article.
- 2.2** On a return of capital on liquidation or otherwise (except on a redemption or purchase by the Company of any Shares), the surplus assets of the Company remaining after the payment of its liabilities and all other sums payable in priority shall be applied in the following order:
 - 2.2.1** in priority to any payments to be made pursuant to Article 2.2.2, in paying the holders of the Preference Shares an aggregate amount equal to the Option Exercise Price which shall be distributed amongst the holders of the Preference Shares according to the number of such Preference Shares held by the relevant Shareholder at the relevant time;
 - 2.2.2** the balance of such assets (if any) after all payments to be made in priority shall be distributed amongst the holders of the Ordinary Shares according to the number of such Ordinary Shares held by the relevant Shareholder at the relevant time

VOTING RIGHTS

- 3.** The voting rights attached to each class of Shares shall be as set out in this Article:
 - 3.1** on a written resolution, every Shareholder holding one or more Ordinary Shares or Preference Shares on the date on which the resolution is circulated as required by the Act shall, subject to sections 289 and 290 of the Act and these Articles, have one vote for each Share held by him provided that the aggregate number of votes for all the holders of the Preference Shares that are entitled to be cast shall be not less than 5% of the total votes available to be cast on a written resolution (including the votes available to be cast by the holders of the Preference Shares), such votes being distributed amongst the holders of the

Preference Shares according to the number of Preference Shares held by the relevant Shareholder at the relevant time; and

- 3.2** on a resolution to be passed at a general meeting of the Company on a show of hands, every Shareholder holding one or more Ordinary Shares or Preference Shares who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy, shall have one vote for each Share held by him provided that the aggregate number of votes for all the holders of the Preference Shares that are entitled to be cast shall not be less than 5% of the total votes available to be cast on a resolution to be passed at a general meeting on a show of hands (including the votes available to be cast by the holders of the Preference Shares, such votes being distributed amongst the holders of the Preference Shares according to the number of Preference Shares held by the relevant Shareholder at the relevant time.