



SH01

Return of allotment of shares



Companies House



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

THURSDAY



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19/09/2019

#244

COMPANIES HOUSE

1 Company details

Company number 1 1 0 8 1 6 2 7

Company name in full RIVERSTONE LIVING 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

From Date d 0 d 8 m 0 m 7 y 2 y 0 y 1 y 9

To Date d d m m y y y y

● 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.)

● Currency

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

Currency ●	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
GPB	Ordinary C2	312,500	0.0001	0.0016	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				
GBP	Ordinary 'A1'	20	0.002	
GBP	A Preference	123,761,039,824	12,376,103.9824	
GBP	Ordinary 'A2'	28,366,607,875	2,836,660.7875	
Totals		152,127,647,719	15,212,764.7719	0.0

Currency table B				
Totals				

Currency table C				
Totals				

Totals (including continuation pages)

Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
152,533,411,383	15,253,341.1383	0.0

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

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Statement of capital

Complete the table below to show the issued share capital.
Complete a separate table for each currency.

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
GBP	Ordinary B	73,750,921	7375.0921	
GBP	B Preference	321,700,243	32,170.0243	
GBP	Ordinary C1	5,625,000	562.5000	
GBP	Ordinary C2	4,687,500	468.7500	
Totals		405,763,664	40,576.3664	0.0

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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 A1
Prescribed particulars	Ordinary 'A1' Shareholders shall have the right to receive notice of, attend and vote at the general meeting of the Company. Ordinary 'A1' Shareholders shall be entitled to receive, pari passu and pro rata with Ordinary Shareholders a share of any dividend declared and paid. On liquidation, Ordinary 'A1' Shareholders shall be entitled to receive out of the assets available for distribution, pari passu and pro rata with Ordinary Shareholders, the nominal value of the Ordinary Shares and a pro rata share of the remaining assets for distribution. Ordinary 'A1' Shares are not redeemable.
Class of share	Ordinary A2
Prescribed particulars	Ordinary 'A2' Shareholders are entitled to receive notice of, attend, and vote at the general meeting of the Company. Ordinary 'A2' shall be entitled to receive, pari passu and pro rata with the holders of Ordinary 'A1' and Ordinary 'B' Shares, a share of any dividends declared and paid. In case of winding up, Ordinary 'A1' Shareholders shall be entitled to any remaining distributable proceeds not exceeding the paid-up aggregate nominal value of Ordinary 'A1', 'A2' or 'B' shares pro rata to the paid-up aggregate nominal value of Ordinary 'A2' Shares. Ordinary 'A2' Shares are redeemable.
Class of share	A Preference
Prescribed particulars	'A' Preference Shareholders are not entitled to receive notice of, attend, and vote at the general meeting of the Company. Holders of 'A' Preference Shares shall be entitled to Preference Share Dividends and in case of winding up, shall be entitled to be paid, out of the assets available for distribution, a sum equal to the subscription price for the 'A' Preference Shares and the 'B' Preference Shares plus all accruals and/or unpaid amounts of any Preference Share Dividend in respect thereof, calculated up to and including the relevant date of distribution. 'A' Preference Shares are redeemable.

● 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.

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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 ●, Secretary, Person authorised ●, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

● 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.

● Person authorised

Under either section 270 or 274 of the Companies Act 2006.

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5 Statement of capital (prescribed particulars of rights attached to shares)		
Class of share	Ordinary B	
Prescribed particulars	<p>Ordinary 'B' Shareholders are not be entitled to receive notice of, attend, or vote at the general meeting of the Company.</p> <p>Ordinary 'B' Shareholders shall be entitled to receive, pari passu and pro rata with the holders of Ordinary 'A1' Shares and Ordinary 'A2' Shares, a share of any dividends declared and paid. On winding up Ordinary 'B' Shareholders are entitled to any remaining distributable proceeds from the winding-up waterfall not exceeding the paid-up aggregate nominal value of Ordinary 'A1', 'A2' or 'B' Shares issued and outstanding, pro rata to the paid-up aggregate nominal value of their Ordinary 'B' Shares. Ordinary 'B' Shares are redeemable.</p>	

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

Class of share	B Preference	
Prescribed particulars	<p>'B' Preference Shareholders are not be entitled to receive notice of, attend, or vote at the general meeting of the Company. 'B' Preference Shares shall accrue a fixed cumulative preferential cash dividend payable in accordance with the Company's articles of association. On liquidation, 'B' Preference Shares shall be entitled to a sum of the subscription price originally paid for the 'B' Preference Shares, plus all accruals and unpaid dividends, in priority to any distribution to Ordinary Shareholders of the Company. 'B' Preference Shares are redeemable.</p>	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	Ordinary C1	
Prescribed particulars	<p>Ordinary 'C1' Shareholders shall not be entitled to receive notice of, attend, or vote at the general meeting of the Company. Before an Exit Event, Ordinary 'C1' Shareholders shall be entitled to receive a share of any dividend declared or paid subject to approval of the majority of the investors. In case of a distribution of assets following an Exit Event, Ordinary 'C1' Shareholders shall be entitled to any remaining distributable proceeds along with other holders of Ordinary Shares (as defined in the Articles of Association), pro rata to the number of Ordinary Shares held in accordance with articles 23 to 26 of the Articles of Association. Ordinary 'C1' Shares are redeemable.</p>	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	Ordinary C2	
Prescribed particulars	<p>Ordinary 'C2' Shareholders shall not be entitled to receive notice of, attend, or vote at the general meeting of the Company. Before an Exit Event, Ordinary 'C2' Shareholders shall be entitled to receive a share of any dividend declared or paid subject to approval of the majority of the investors. In case of a distribution of assets following an Exit Event, Ordinary 'C2' shareholders shall be entitled to any remaining distributable proceeds along with other holders of Ordinary Shares (as defined in the Articles of Association), pro rata to the number of Ordinary Shares held in accordance with articles 23 to 26 of the Articles of Association. Ordinary 'C2' Shares are redeemable.</p>	

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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	Edward Robson
Company name	Simmons & Simmons LLP
Address	Aurora, Finzels Reach
Counterslip	
Post town	Bristol
County/Region	Avon
Postcode	B S I 6 B X
Country	United Kingdom
DX	
Telephone	0207 825 3731



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



Companies House

COMPANY NAME: RIVERSTONE LIVING HOLDINGS
LIMITED
COMPANY NUMBER: 11081627

A second filed SH01 was registered on 28/01/2020.