



SH01

Return of allotment of shares



Companies House



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

TUESDAY



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17/03/2020

#230

COMPANIES HOUSE

1 Company details

Company number 1 1 1 5 3 1 9 5

Company name in full Potsdamer 2018 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 0 5 0 3 2 0 2 0
To Date

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
EUR	A ordinary shares	170,483,200	0.01	0.01	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				
EUR	A ordinary shares	1,515,989,546	15,159,895.46	
EUR	Redeemable B shares	100	1.00	
Totals		1,515,989,646	15,159,896.46	0.00

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
1,515,989,646	15,159,896.46	0.00

❶ 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 shares

Prescribed particulars
①

Please see continuation pages.

Class of share

Redeemable B shares

Prescribed particulars
①

Please see continuation pages.

Class of share

Prescribed particulars
①

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Signature

I am signing this form on behalf of the company.

Signature

Signature

X

This form may be signed by:

Director ② 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.

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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 JVVK (662152)

Company name Macfarlanes LLP

Address 20 Cursitor Street

Post town London

County/Region

Postcode E C 4 A 1 L T

Country United Kingdom

DX

Telephone +44 (0)207 849 2972



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

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	A ordinary shares	
Prescribed particulars	<p>Initial Investment Proceeds: all amounts (whether in the nature of income, capital or otherwise) in euros actually received by the company in respect of the Initial Investment Shares (for the avoidance of doubt, net of any Withholding Tax); Initial Investment Shares: the preferred shares in the capital of reBuy reCommerce GmbH ("reBuy") subscribed for by the company pursuant to an accession agreement to the investment agreement relating to reBuy on or about the date of this allotment; Invested Capital: the aggregate of: (i) the aggregate subscription price in euros paid by the company for the Initial Investment Shares; and (ii) the investment advisory fee payable to the initial B Shareholder; Withholding Tax: any amount withheld or deducted for or on account of tax from any payment to the company in respect of the Initial Investment Shares.</p> <p>Each share carries one vote. The shares are non-redeemable.</p> <p>Amounts distributed by the company in respect of any Initial Investment Proceeds shall be distributed in the following order of priority:</p> <ul style="list-style-type: none"> (a) first, to the A Shareholders (on a pro rata basis) until this paragraph (a) has applied in respect of a cumulative amount of Initial Investment Proceeds equal to the Invested Capital; (b) second, to the A Shareholders (on a pro rata basis) until paragraph (a) and this paragraph (b) have applied in respect of a cumulative amount of Initial Investment Proceeds equal to 2.5 times the Invested Capital; (c) third, to the B Shareholders (on a pro rata basis) until they have received an amount equal to 12.5% of an amount equal to the cumulative amount of Initial Investment Proceeds in respect of which paragraph (b) has applied, divided by 0.875; (d) fourth, until the total amounts received by the A Shareholders under paragraphs (a), (b) and (d)(i) are equal to 3.5 times the Invested Capital: (i) 87.5% to the A Shareholders (on a pro rata basis); and (ii) 12.5% to the B Shareholders (on a pro rata basis); and (e) thereafter: (i) 80% to the A Shareholders (on a pro rata basis); and (ii) 20% to the B Shareholders (on a pro rata basis). <p>For the purposes of paragraphs (d) and (e), any tax (other than Withholding Tax) incurred by the company in respect of the Initial Investment Proceeds to which paragraphs (d) or (e) (as the case may be) applies shall be deemed to have been distributed to (and received by) the A Shareholders.</p> <p>All other amounts distributed by the company shall be allocated in their entirety to the A Shareholders (on a pro rata basis).</p>	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	Redeemable B shares	
Prescribed particulars	<p>Initial Investment Proceeds: all amounts (whether in the nature of income, capital or otherwise) in euros actually received by the company in respect of the Initial Investment Shares (for the avoidance of doubt, net of any Withholding Tax); Initial Investment Shares: the preferred shares in the capital of reBuy reCommerce GmbH ("reBuy") subscribed for by the company pursuant to an accession agreement to the investment agreement relating to reBuy on or about the date of this allotment; Invested Capital: the aggregate of: (i) the aggregate subscription price in euros paid by the company for the Initial Investment Shares; and (ii) the investment advisory fee payable to the initial B Shareholder; Withholding Tax: any amount withheld or deducted for or on account of tax from any payment to the company in respect of the Initial Investment Shares.</p> <p>The shares are non-voting. The shares are redeemable.</p> <p>Amounts distributed by the company in respect of any Initial Investment Proceeds shall be distributed in the following order of priority:</p> <ul style="list-style-type: none"> (a) first, to the A Shareholders (on a pro rata basis) until this paragraph (a) has applied in respect of a cumulative amount of Initial Investment Proceeds equal to the Invested Capital; (b) second, to the A Shareholders (on a pro rata basis) until paragraph (a) and this paragraph (b) have applied in respect of a cumulative amount of Initial Investment Proceeds equal to 2.5 times the Invested Capital; (c) third, to the B Shareholders (on a pro rata basis) until they have received an amount equal to 12.5% of an amount equal to the cumulative amount of Initial Investment Proceeds in respect of which paragraph (b) has applied, divided by 0.875; (d) fourth, until the total amounts received by the A Shareholders under paragraphs (a), (b) and (d)(i) are equal to 3.5 times the Invested Capital: (i) 87.5% to the A Shareholders (on a pro rata basis); and (ii) 12.5% to the B Shareholders (on a pro rata basis); and (e) thereafter: (i) 80% to the A Shareholders (on a pro rata basis); and (ii) 20% to the B Shareholders (on a pro rata basis). <p>For the purposes of paragraphs (d) and (e), any tax (other than Withholding Tax) incurred by the company in respect of the Initial Investment Proceeds to which paragraphs (d) or (e) (as the case may be) applies shall be deemed to have been distributed to (and received by) the A Shareholders.</p> <p>All other amounts distributed by the company shall be allocated in their entirety to the A Shareholders (on a pro rata basis).</p>	