

SH01

Return of allotment of shares

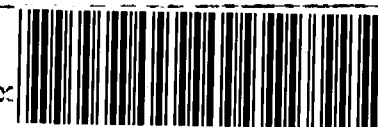


Go online to file this information
www.gov.uk/companieshouse

✓ **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 sub-
sidiaries on formation of the company
for an allotment of a new class of
shares by an unlimited company.

THURSDAY



A13 *A7DX9BOX* 06/09/2018 #391
COMPANIES HOUSE

1 Company details

Company number 1 1 4 5 7 0 3 2

Company name in full MARKUS 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 d 1 d 7 m 0 m 8 y 2 y 0 y 1 y 8

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	Ordinary A shares	249999	1.00	1.00	0.00
Sterling	Ordinary B shares	192075	1.00	1.00	0.00
Sterling	Ordinary C shares	121479	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)

The transfer to Markus Holdings Limited of the entire issued share
capital of The Flavourworks Group Limited (company number 02341727).

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				
Sterling	Ordinary A shares	250000	250,000.00	
Sterling	Ordinary B shares	192076	192,076.00	
Sterling	Ordinary C shares	121480	121,480.00	
Totals		563,556	£563,556	£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)		1,000,000	£1,000,000	£0.00

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

Return of allotment of shares

5

Please give the prescribed particulars of rights attached to shares for each class of share shown in the share capital tables in **Section 4**.

Ordinary A shares

See continuation sheet

1

Ordinary B shares	
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See continuation sheet

1

Ordinary C shares	
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See continuation sheet

1

6

I am signing this form on behalf of the company.

Signature _____

x Amir Cerkic x

This form may be signed by:
Director **2**, Secretary, Person authorised **3**, Administrator, Administrative receiver,
Receiver, Receiver manager, CIC manager.

- 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.

Please use a Statement of Capital continuation page if necessary.

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.

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 Stuart Mathews

Company name Ashfords LLP

Address Ashford Court

Blackbrook Park Avenue

Post town Taunton

County/Region Somerset

Postcode T A 1 2 P X

Country UK

DX 97179 Taunton (Blackbrook)

Telephone 01823 232300

**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

3

Please give details of the shares allotted, including bonus shares.

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

[illegible]

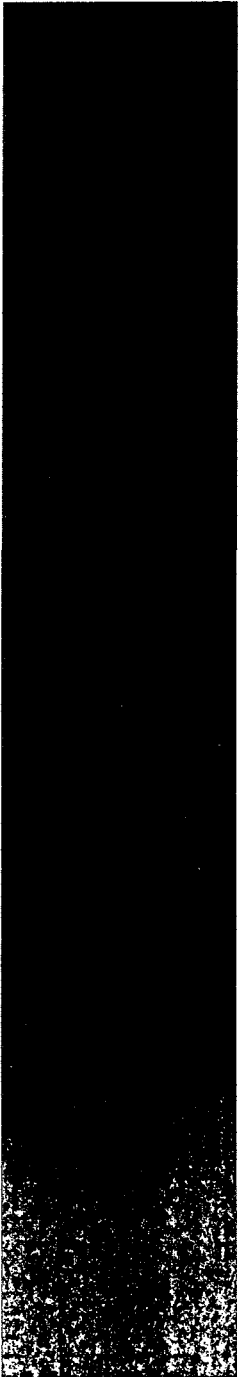
SH01 - continuation page

Return of allotment of shares

4

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
Sterling	Ordinary D shares	86444	86,444.00	
Sterling	Ordinary E shares	300000	300,000.00	
Sterling	Ordinary F shares	50000	50,000.00	
Totals		436,444	£436,444	£0.00

SH01 - continuation page

Return of allotment of shares

5

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

Class of share	Ordinary A shares
Prescribed particulars	<p>a) On a show of hands every shareholder who is present in person or by proxy shall have one vote, unless the proxy is himself a shareholder entitled to vote; on a poll every shareholder present in person or by proxy shall have one vote for each share of which he is the holder; and on a vote on a written resolution every shareholder has one vote for each share of which he is the holder except that, in the case of any resolution proposed to remove a director appointed by any Investor Shareholder whether under section 168 of the Act or otherwise, the Investor Shareholder voting against such resolution (whether on a show of hands or on a poll or on a written resolution) shall be entitled to cast such number of votes as is necessary to defeat such resolution.</p> <p>b) The directors may at any time declare dividends on one class of shares but not on another, and may declare dividends at different rates on different classes of share.</p> <p>c) Each share is entitled pari passu to participate in a distribution arising from a winding up of the company.</p> <p>d) The shares are not redeemable.</p>

SH01 - continuation page

Return of allotment of shares

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

Class of share	Ordinary B Shares
Prescribed particulars	<p>a) On a show of hands every shareholder who is present in person or by proxy shall have one vote, unless the proxy is himself a shareholder entitled to vote; on a poll every shareholder present in person or by proxy shall have one vote for each share of which he is the holder; and on a vote on a written resolution every shareholder has one vote for each share of which he is the holder except that, in the case of any resolution proposed to remove a director appointed by any Investor Shareholder whether under section 168 of the Act or otherwise, the Investor Shareholder voting against such resolution (whether on a show of hands or on a poll or on a written resolution) shall be entitled to cast such number of votes as is necessary to defeat such resolution.</p> <p>b) The directors may at any time declare dividends on one class of shares but not on another, and may declare dividends at different rates on different classes of share.</p> <p>c) Each share is entitled pari passu to participate in a distribution arising from a winding up of the company.</p> <p>d) The shares are not redeemable.</p>

SH01 - continuation page

Return of allotment of shares

5

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

Class of share	Ordinary C Shares	
Prescribed particulars	<p>a) On a show of hands every shareholder who is present in person or by proxy shall have one vote, unless the proxy is himself a shareholder entitled to vote; on a poll every shareholder present in person or by proxy shall have one vote for each share of which he is the holder; and on a vote on a written resolution every shareholder has one vote for each share of which he is the holder except that, in the case of any resolution proposed to remove a director appointed by any Investor Shareholder whether under section 168 of the Act or otherwise, the Investor Shareholder voting against such resolution (whether on a show of hands or on a poll or on a written resolution) shall be entitled to cast such number of votes as is necessary to defeat such resolution.</p> <p>b) The directors may at any time declare dividends on one class of shares but not on another, and may declare dividends at different rates on different classes of share.</p> <p>c) Each share is entitled pari passu to participate in a distribution arising from a winding up of the company.</p> <p>d) The shares are not redeemable.</p>	

SH01 - continuation page

Return of allotment of shares

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

Class of share	Ordinary D Shares
Prescribed particulars	<p>a) On a show of hands every shareholder who is present in person or by proxy shall have one vote, unless the proxy is himself a shareholder entitled to vote; on a poll every shareholder present in person or by proxy shall have one vote for each share of which he is the holder; and on a vote on a written resolution every shareholder has one vote for each share of which he is the holder except that, in the case of any resolution proposed to remove a director appointed by any Investor Shareholder whether under section 168 of the Act or otherwise, the Investor Shareholder voting against such resolution (whether on a show of hands or on a poll or on a written resolution) shall be entitled to cast such number of votes as is necessary to defeat such resolution.</p> <p>b) The directors may at any time declare dividends on one class of shares but not on another, and may declare dividends at different rates on different classes of share.</p> <p>c) Each share is entitled pari passu to participate in a distribution arising from a winding up of the company.</p> <p>d) The shares are not redeemable.</p>

SH01 - continuation page

Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	Ordinary E Shares	
Prescribed particulars	<p>a) On a show of hands every shareholder who is present in person or by proxy shall have one vote, unless the proxy is himself a shareholder entitled to vote; on a poll every shareholder present in person or by proxy shall have one vote for each share of which he is the holder; and on a vote on a written resolution every shareholder has one vote for each share of which he is the holder except that, in the case of any resolution proposed to remove a director appointed by any Investor Shareholder whether under section 168 of the Act or otherwise, the Investor Shareholder voting against such resolution (whether on a show of hands or on a poll or on a written resolution) shall be entitled to cast such number of votes as is necessary to defeat such resolution.</p> <p>b) The directors may at any time declare dividends on one class of shares but not on another, and may declare dividends at different rates on different classes of share.</p> <p>c) Each share is entitled pari passu to participate in a distribution arising from a winding up of the company.</p> <p>d) The shares are not redeemable.</p>	

SH01 - continuation page

Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	Ordinary F Shares	
Prescribed particulars	<p>a) On a show of hands every shareholder who is present in person or by proxy shall have one vote, unless the proxy is himself a shareholder entitled to vote; on a poll every shareholder present in person or by proxy shall have one vote for each share of which he is the holder; and on a vote on a written resolution every shareholder has one vote for each share of which he is the holder except that, in the case of any resolution proposed to remove a director appointed by any Investor Shareholder whether under section 168 of the Act or otherwise, the Investor Shareholder voting against such resolution (whether on a show of hands or on a poll or on a written resolution) shall be entitled to cast such number of votes as is necessary to defeat such resolution.</p> <p>b) The directors may at any time declare dividends on one class of shares but not on another, and may declare dividends at different rates on different classes of share.</p> <p>c) Each share is entitled pari passu to participate in a distribution arising from a winding up of the company.</p> <p>d) The shares are not redeemable.</p>	