

**DON'T  
STAPLE**

# SH01

## Return of allotment of shares



Companies House

**FileOnline**

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[www.gov.uk/companieshouse](http://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 special resolution on formation of the company for an allotment of a new class of shares by an unlimited company.

FRIDAY



\*ACDK8NCY\*  
A07 06/10/2023 #105  
COMPANIES HOUSE

### 1 Company details

Company number 1 2 8 3 0 3 1 7

Company name in full ROBOYO GROUP 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 2 7 0 9 2 0 2 3  
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
EURO	PREFERENCE	37,211,253	0.01	1.00	N/A
EURO	A1 ORDINARY	537,787	0.01	24.01	N/A
EURO	F1 ORDINARY	187,986	0.01	24.01	N/A

If the allotted shares are fully or partly paid up otherwise than in cash, please state the consideration for which the shares were allotted.

Details of non-cash consideration.

If a PLC, please attach valuation report (if appropriate)

10,228,720 PREFERENCE SHARES, 187,986 F1 ORDINARY SHARES AND 38,601 F2 ORDINARY SHARES OF €0.01 EACH IN THE CAPITAL OF ROBOYO GROUP LIMITED WERE ALLOTTED IN CONSIDERATION FOR LOAN NOTES AND SHARES IN ROBOYO MIDCO LIMITED AS SET OUT IN THE PUT AND CALL OPTION AGREEMENT DATED 27 SEPTEMBER 2023 (ENCLOSED HEREIN) ENTERED INTO BETWEEN (1) PROCENSOL SHAREHOLDERS (AS DEFINED THEREIN) (2) ROBOYO GROUP LIMITED (3) ROBOYO MIDCO LIMITED AND (4) ROBOYO BIDCO UK LIMITED

**Continuation page**  
Please use a continuation page if necessary.

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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'.

**Continuation page**  
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
<b>Currency table A</b>				
EURO	PREFERENCE	100,872,527	1,008,725.27	
EURO	A ORDINARY	474,000	4,740.00	
EURO	B ORDINARY	310,322	3,103.22	
<b>Totals</b>		Please see below	Please see below	

<b>Currency table B</b>				
<b>Totals</b>				

<b>Currency table C</b>				
<b>Totals</b>				

<b>Total issued share capital table</b>				
You must complete this table to show your total issued share capital. Add the totals from all currency tables, including continuation pages.		Total number of shares	Total aggregate nominal value Show different currencies separately. For example: £100 + €100 + \$10	Total aggregate amount unpaid ⓘ Show different currencies separately. For example: £100 + €100 + \$10
<b>Grand total</b>		103,407,388	€1,034,073.88	Nil

ⓘ **Total aggregate amount unpaid**

Enter 0 or 'nil' if the shares are fully paid. We'll assume the shares are fully paid if you leave this blank.

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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

PREFERENCE

Prescribed particulars  
❶

FIXED CUMULATIVE PREFERENTIAL DIVIDEND AND REFERENTIAL CAPITAL DISTRIBUTION (INCLUDING DISTRIBUTION ON WINDING UP) RIGHTS; THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION OR VOTING RIGHTS

Class of share

A ORDINARY

Prescribed particulars  
❶

FULL VOTING, DIVIDEND AND CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP) RIGHTS; THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION

Class of share

A1 ORDINARY

Prescribed particulars  
❶

FULL VOTING, DIVIDEND AND CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP) RIGHTS; THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION

**❶ 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

DocuSigned by:

Nicolas Hess

1ECFA409870342B...

X

**❶ 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.

**❶ Person authorised**

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

This form may be signed by:

Director ❷, Secretary, Person authorised ❸, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

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## 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

LAURA KOCON

Company name

PINSENT MASONS LLP

Address

30 CROWN PLACE

EARL STREET

Post town

LONDON

County/Region

Postcode

E C 2 A 4 E B

Country

UNITED KINGDOM

DX

Telephone

+44 (0) 207 418 7000

**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

**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](http://www.gov.uk/companieshouse) or email [enquiries@companieshouse.gov.uk](mailto: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](http://www.gov.uk/companieshouse)

<b>3</b>	<b>Shares allotted</b>
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**2 Currency**  
If currency details are not completed we will assume currency is in pound sterling.

In accordance with  
Section 555 of the  
Companies Act 2006.

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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
EURO	B1 ORDINARY	242,070	2,420.70	
EURO	B2 ORDINARY	90,382	903.82	
EURO	B3 ORDINARY	104,129	1,041.29	
EURO	C ORDINARY	111,866	1,118.66	
EURO	D1 ORDINARY	238,372	2,383.72	
EURO	D2 ORDINARY	115,579	1,155.79	
EURO	F1 ORDINARY	187,986	1,879.86	
EURO	F2 ORDINARY	38,601	386.01	
EURO	A1 ORDINARY	621,554	6,215.54	
Totals		103,407,388	€1,034,073.88	NIL

In accordance with  
Section 555 of the  
Companies Act 2006.

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## Return of allotment of shares

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

Class of share	B1 ORDINARY	
Prescribed particulars	DIVIDEND AND CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP) RIGHTS; THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION OR VOTING RIGHTS	

In accordance with  
Section 555 of the  
Companies Act 2006.

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## Return of allotment of shares

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

Class of share	B2 ORDINARY	
Prescribed particulars	DIVIDEND AND CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP) RIGHTS; THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION OR VOTING RIGHTS	



In accordance with  
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Companies Act 2006.

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5 Statement of capital (prescribed particulars of rights attached to shares)		
Class of share	C ORDINARY	
Prescribed particulars	DIVIDEND AND CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP) RIGHTS; THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION OR VOTING RIGHTS	

In accordance with  
Section 555 of the  
Companies Act 2006.

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5 Statement of capital (prescribed particulars of rights attached to shares)		
Class of share	D2 ORDINARY	
Prescribed particulars	DIVIDEND AND CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP) RIGHTS; THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION OR VOTING RIGHTS	

In accordance with  
Section 555 of the  
Companies Act 2006.

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## Return of allotment of shares

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

Class of share	F2 ORDINARY	
Prescribed particulars	DIVIDEND AND CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP) RIGHTS; THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION OR VOTING RIGHTS	

In accordance with  
Section 555 of the  
Companies Act 2006.

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## Return of allotment of shares

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

Class of share	B ORDINARY	
Prescribed particulars	FULL VOTING, DIVIDEND AND CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP) RIGHTS; THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION	

In accordance with  
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Companies Act 2006.

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## Return of allotment of shares

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

Class of share	B3 ORDINARY	
Prescribed particulars	FULL VOTING, DIVIDEND AND CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP) RIGHTS; THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION	

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5 Statement of capital (prescribed particulars of rights attached to shares)		
Class of share	D1 ORDINARY	
Prescribed particulars	FULL VOTING, DIVIDEND AND CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP) RIGHTS; THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION	

In accordance with  
Section 555 of the  
Companies Act 2006.

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5 Statement of capital (prescribed particulars of rights attached to shares)		
Class of share	F1 ORDINARY	
Prescribed particulars	FULL VOTING, DIVIDEND AND CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP) RIGHTS; THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION	