

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

TUESDAY



SCT 11/08/2020 #119
 COMPANIES HOUSE

SCT 31/07/2020 #68
 COMPANIES HOUSE

1 Company details

Company number S C 0 7 5 1 3 3

Company name in full Zinc Media Group PLC

→ **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 0 1 1 1 2 0 1 9
 To Date 0 1 1 1 2 0 1 9

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 |
|-----------------------|--|------------------------------|--------------------------------|--|---|
| | Ordinary | 65,317,317 | 0.0000025 | .003005 | |
| | Ordinary | 5,142,857 | 0.0000025 | .0035 | |
| | | | | | |

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)

41,597,336 new ordinary shares have been issued to settle an earn-out consideration of £125,000 at a price of 0.3005p per share.
 23,719,971 new ordinary shares have been issued in respect of a conversion of £71,279 of preference shares into ordinary shares at a conversion price of 0.3005p
 5,142,857 new ordinary shares have been issued to a supplier in lieu of fees of £18,000 at a price of 0.35p per share.

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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 | | | | |
| | Ordinary | 1,489,573,609 | 3,723.93 | |
| | Preference shares | 767,354 | 76.74 | |
| | Deferred | 276,666,012 | 5,505,653.64 | |
| Totals | | 1,767,006,975 | 5,509,454.31 | nil |

| | | | | |
|-------------------------|--|--|--|--|
| 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 |
| | | 2,186,404,314 | 5,927,803.16 | nil |

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**.

| | |
|-----------------------------|---|
| Class of share | Ordinary shares |
| Prescribed particulars ① | Fully paid ordinary shares carry one vote per share and carry the right to dividends. |
| Class of share | Preference shares |
| Prescribed particulars ① | <ul style="list-style-type: none"> - convertible at 2.5 pence per ordinary share at the holder's option; - redeemable at the Company's option on the date falling five years after their issue; - have a dividend of 4.5 per cent per annum (which increases to 13.5 per cent per annum if they are not converted or redeemed within five years of their issue) which is payable on 31 July each year, or accrued and repayable when the preference shares are converted or redeemed; and - they are freely transferable. |
| Class of share | Deferred shares |
| Prescribed particulars ① | <ul style="list-style-type: none"> - they do not entitle the holders to receive any dividends and distributions; - they do not entitle the holders to receive notice or to attend or vote at General Meetings of the Company; - they have very limited rights on a return of capital; and - they are not admitted or listed on any stock exchange and are not freely transferable |

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.

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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 ②, Secretary, Person authorised ③, 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 | Will Sawyer |
| Company name | Zinc Media Group Ltd |
| Address | 17 Dominion Street |
| Post town | London |
| County/Region | |
| Postcode | E C 2 M 2 E F |
| Country | |
| DX | |
| Telephone | |



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

Shares allotted

② Currency

[illegible]

SH01 - continuation page

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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)

Statement of capital

Complete a separate table for each currency.

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

| | | |
|------------------------|---|--|
| Class of share | D Deferred shares | |
| Prescribed particulars | <ul style="list-style-type: none">- they do not entitle the holders to receive any dividends and distributions;- they do not entitle the holders to receive notice or to attend or vote at General Meetings of the Company;- they have very limited rights on a return of capital; and- they are not admitted or listed on any stock exchange and are not freely transferable. | |