In accordance with Section 555 of the Companies Act 2006.

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**
You cannot use this forn notice of shares taken b on formation of the com for an allotment of a ne shares by an unlimited c

THURSDAY

S67OKKOA
SCT 01/06/2017 #94
COMPANIES HOUSE

1 Company details

Company number	S C 5 6 1 8 2 0
Company name in full	SM HOLDCO 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 ❶

	d	d	m	m	y	y	y	y
From Date	0	5	0	5	2	0	1	7
To Date								

❶ **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.)

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

Currency ❷	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
GBP	ORDINARY	9599	0.0001	0.0001	0.00
GBP	B ORDINARY	1	0.01	0.01	0.00
GBP	C Ordinary	1	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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3 Shares allotted

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

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

Class of shares (E.g. Ordinary/Preference etc.)	Currency ❷	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
D ORDINARY	GBP	2	0.01	0.01	0.00
E ORDINARY	GBP	1	0.01	0.01	0.00
F ORDINARY	GBP	1	0.01	0.01	0.00

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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				
GBP	ORDINARY	9600	0.96	
GBP	B ORDINARY	1	0.01	
GBP	C ORDINARY	1	0.01	
	Totals	9602	0.98	0.00
Currency table B				
	Totals			
Currency table C				
	Totals			

	Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
Totals (including continuation pages)	9606	£1.02	0.00

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

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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
GBP	D ORDINARY	2	0.02	
GBP	E ORDINARY	1	0.01	
GBP	F ORDINARY	1	0.01	
	Totals	9606	£1.02	0.00

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5 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
Prescribed particulars ❶	The Ordinary Shares shall (i) carry the right to vote at all general meetings of the Company; (ii) carry the right to dividends or other distributions of an income nature; (iii) carry the right to be converted in to B, C or D Shares subject to consent from all of the members of the Board from time to time and the Board may refuse to grant a conversion notice for any reason whatsoever; and (iv) in the event of a winding up or other return of capital, the Ordinary Shares as a class shall have a right to the assets of the Company after settlement of its liabilities.
Class of share	B ORDINARY
Prescribed particulars ❶	The B Shares shall (i) constitute a separate class; (ii) not carry the right to vote at any meetings of the Company; (iii) carry the right to dividends or other distributions of an income nature as the D Shareholders may approve from time to time in accordance with Article 3.1.4.4; (iv) be non-transferable unless they are subject to Article 5 or consent to transfer is granted by the Board; and (v) in the event of a winding up or other return of capital, the B Shares as a class shall entitled only to the nominal value of their B Shares plus 10% of the nominal value of their B Shares from the assets of the
Class of share	C Ordinary
Prescribed particulars ❶	The C Shares shall (i) constitute a separate class; (ii) not carry the right to vote at any meetings of the Company; (iii) carry the right to dividends or other distributions of an income nature as the D Shareholders may approve from time to time in accordance with Article 3.1.4.4; (iv) be non-transferable unless they are subject to Article 5 or consent to transfer is granted by the Board; and (v) in the event of a winding up or other return of capital, the C Shares as a class shall be entitled only to the nominal value of their C Shares plus 10% of the nominal value of their C Shares from the assets of

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.

6 Signature

I am signing this form on behalf of the company.

Signature	Signature X X

This form may be signed by:
Director ❷, Secretary, Person authorised ❸, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

❷ 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.

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

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	B Ordinary
Prescribed particulars	Company after settlement of its liabilities but shall not be entitled to any further participation in the assets of the Company.

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

Class of share	C Ordinary
Prescribed particulars	the Company after settlement of its liabilities but shall not be entitled to any further participation in the assets of the Company.

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

Class of share	D ORDINARY
Prescribed particulars	The D Shares shall (i) constitute a separate class; (ii) not carry the right to vote at any meetings of the Company other than as set out in these Articles specifically; (iii) not carry the right to dividends or other distributions of an income nature; (iv) carry the right to approve to the declaration of any B Share and/or C Share dividends or other distributions of an income nature from time to time as may be proposed to them by the Board and for the avoidance of doubt no dividends or other distributions of an income nature may be declared by the Board in connection with B Shares and/or C Shares without the said consent of the D Shareholders; (v) be non-transferable unless they are subject to Article 5 or consent to transfer is granted by the Board; and (vi) in the event of a winding up or other return of capital, the D Shares as a class shall not have any rights to the assets of the Company after settlement of its liabilities.

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

Class of share	E ORDINARY
Prescribed particulars	The E Shares shall (i) constitute a separate class; (ii) not carry the right to vote at any meetings of the Company; (iii) carry the right to dividends or other distributions of an income nature; (iv) be non-transferable unless they are subject to Article 5 or consent to transfer is granted by the Board; and (v) in the event of a winding up or other return of capital, the E Shares as a class shall entitled only to the nominal value of their E Shares plus 10% of the nominal value of their E Shares from the assets of the Company after settlement of its liabilities but shall not be entitled to any further participation in the assets of the Company.

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

Class of share	F ORDINARY
Prescribed particulars	The F Shares shall rank pari passu mutatis mutandis with the E Shares in all respects but shall constitute a separate class.

In accordance with Section 555 of the Companies Act 2006.

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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)	

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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	STEPHANIE FARRELL
Company name	BELLWETHER GREEN
Address	225 WEST GEORGE STREET
Post town	GLASGOW
County/Region	
Postcode	G2 2ND
Country	
DX	
Telephone	0141 218 4908

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