

DON'T
STAPLE

SH01

Return of allotment of shares



Companies House

FileOnline

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

TUESDAY



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A02

13/12/2022

#88

COMPANIES HOUSE

1 Company details

Company number 1 1 3 9 9 3 4 4

Company name in full Bucharest Topco 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 3 0 1 0 2 0 2 1
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	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
£	D ordinary	5,391	0.001	0.001	0

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)

Continuation page
Please use a continuation page if
necessary.

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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	Class of shares	Number of shares	Aggregate nominal value (£, €, \$, etc)	Total aggregate amount unpaid, if any (£, €, \$, etc)
Complete a separate table for each currency	E.g. Ordinary/Preference etc.		Number of shares issued multiplied by nominal value	Including both the nominal value and any share premium
Currency table A				
£	Preference	8,780,246	4,390.123	
£	A1 ordinary	4,866,082	194,643.28	
£	A2 ordinary	1,243,803	49,752.12	
Totals		14,890,131	248,785.523	0

Currency table B			
Totals			

Currency table C			
Totals			

Total issued share capital table			
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 ① Show different currencies separately. For example: £100 + €100 + \$10
Grand total	15,949,193	£264,829.585	£0

① 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 ①	See continuation
Class of share	A1 ordinary
Prescribed particulars ①	See continuation
Class of share	A2 ordinary
Prescribed particulars ①	See continuation

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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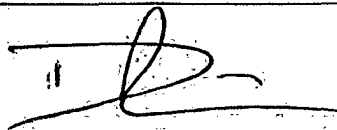
Signature

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 ②, 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	AX/GRE1387/19						
Company name	Blacks Solicitors LLP						
Address	City Point						
29 King Street							
Post town	Leeds						
County/Region	West Yorkshire						
Postcode	L	S	1		2	H	L
Country	England						
DX	N/A						
Telephone	0113 2279239						

**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 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

Statement of capital

Complete a separate table for each currency.

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

Class of share	Preference
Prescribed particulars	<p>The holder of Preference shares shall not (in that capacity), be entitled to (i) received copies of or vote on any resolution proposed as written resolution of the company; or (ii) receive notice of, attend, speak or vote at general meetings of the company. As regards income, the holders of the Preference share shall be entitled to the preference dividend (on a pro rata basis according to the number of such preference shares held by the relevant holder at the relevant time) in each interest period with priority over any payment by way of dividend or other distribution to the holders of any other class of shares. On return of capital subject to firstly the payment of the preference dividend to the holders of the Preference share, if there are further available profits for distribution the board may recommend, with prior investor consent, that any of all of the balance of such available profits are be distributed pro rata amongst the holders of ordinary shares. On a return of capital, the surplus assets shall be applied in the following order or priority. Firstly to each preference shareholder a sum equal to the aggregate of the subscription price of each Preference share held by them and any accrued and unpaid preference dividend on each preference share held by them calculated down and including the date of return of capital and, secondly the balance (if any) after all payments to be made in priority, shall be distributed amongst the holders of the ordinary share held by them (as if the same constituted one class of share.) The Preference shares are redeemable</p>

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	A1 ordinary	
Prescribed particulars	<p>Every shareholder who holds one or more A1 ordinary share and who is present in person or by proxy at a general meeting of the company shall be entitled to receive notice of, attend, speak and vote at a general meeting of the company and shall have 1 vote for each a1 ordinary share held by him on any resolution to be passed at a general meeting of the company whether on a show of hands or a poll. On a written resolution, every shareholder who holds one or more A1 ordinary shares shall have 1 vote for each A1 ordinary share held by him. The A1 ordinary share shall at all times entitle the holders of such shares (in that capacity) to together exercise no less than 75 per cent of the total number of votes of all holders of share that are exercisable in respect of written resolution or at a general meeting of the company. As regards income, subject to firstly the payment of the preference dividend to the holders of the preference share, if there are further available profits for distribution the board may recommend, with prior investor consent, that any of all of the balance of such available profits are be distributed pro rata amongst the holders of ordinary shares. On a return of capital, the surplus assets shall be applied in the following order or priority. Firstly to each preference shareholder a sum equal to the aggregate of the subscription price of each preference share held by them and any accrued and unpaid preference dividend on each preference share held by them calculated down to and including the date of return of capital and, secondly the balance (if any) after all payments to be made in priority, shall be distributed amongst the holders of the ordinary share held by them (as if the same constituted one class of share).</p>	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	A2 ordinary	
Prescribed particulars	<p>The holder of A2 ordinary share shall not (in that capacity), be entitled to (i) received copies of or vote on any resolution proposed as written resolution of the company; or (ii) receive notice of, attend, speak or vote at general meetings of the company. As regards income, subject to firstly the payment of the preference dividend to the holders of the preference share, if there are further available profits for distribution the board may recommend, with prior investor consent, that any of all of the balance of such available profits are be distributed pro rata amongst the holders of ordinary shares. On a return of capital, the surplus assets shall be applied in the following order or priority. Firstly to each preference shareholder a sum equal to the aggregate of the subscription price of each preference share held by them and any accrued and unpaid preference dividend on each preference share held by them calculated down and including the date of return of capital and, secondly the balance (if any) after all payments to be made in priority, shall be distributed amongst the holders of the ordinary share held by them (as if the same constituted one class of share.) The A2 ordinary shares are not redeemable.</p>	

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

Class of share	B ordinary	
Prescribed particulars	<p>The holder of B ordinary share shall not (in that capacity); be entitled to (i) received copies of or vote on any resolution proposed as written resolution of the company; or (ii) receive notice of, attend, speak or vote at general meetings of the company. As regards income, subject to firstly the payment of the preference dividend to the holders of the preference share, if there are further available profits for distribution the board may recommend, with prior investor consent, that any of all of the balance of such available profits are be distributed pro rata amongst the holders of ordinary shares. On a return of capital, the surplus assets shall be applied in the following order or priority. Firstly to each preference shareholder a sum equal to the aggregate of the subscription price of each preference share held by them and any accrued and unpaid preference dividend on each preference share held by them calculated down and including the date of return of capital and, secondly the balance (if any) after all payments to be made in priority, shall be distributed amongst the holders of the ordinary share held by them (as if the same constituted one class of share.) The B ordinary shares are not redeemable.</p>	

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

Class of share	C ordinary	
Prescribed particulars	<p>Every shareholder who holds one or more C ordinary share and who is present in person or by proxy at a general meeting of the company shall be entitled to receive notice of, attend, speak and vote at a general meeting of the company and shall have 1 vote for each C ordinary share held by him on any resolution to be passed at a general meeting of the company whether on a show of hands or a poll. On a written resolution, every shareholder who holds one or more C ordinary shares shall have 1 vote for each C ordinary share held by him. The C ordinary share shall at all times entitle the holders of such shares (in that capacity) to together exercise no less than 75 per cent of the total number of votes of all holders of share that are exercisable in respect of written resolution or at a general meeting of the company. As regards income, subject to firstly the payment of the preference dividend to the holders of the preference share, if there are further available profits for distribution the board may recommend, with prior investor consent, that any of all of the balance of such available profits are be distributed pro rata amongst the holders of ordinary shares. On a return of capital, the surplus assets shall be applied in the following order or priority. Firstly to each preference shareholder a sum equal to the aggregate of the subscription price of each preference share held by them and any accrued and unpaid preference dividend on each preference share held by them calculated down to and including the date of return of capital and, secondly the balance (if any) after all payments to be made in priority, shall be distributed amongst the holders of the ordinary share held by them (as if the same constituted one class of share.) The C ordinary shares are not redeemable.</p>	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	D ordinary	
Prescribed particulars	<p>The holder of D ordinary share shall not (in that capacity), be entitled to (i) received copies of or vote on any resolution proposed as written resolution of the company; or (ii) receive notice of, attend, speak or vote at general meetings of the company. As regards income, subject to firstly the payment of the preference dividend to the holders of the preference share, if there are further available profits for distribution the board may recommend, with prior investor consent, that any of all of the balance of such available profits are be distributed pro rata amongst the holders of ordinary shares. On a return of capital, the surplus assets shall be applied in the following order or priority. Firstly to each preference shareholder a sum equal to the aggregate of the subscription price of each preference share held by them and any accrued and unpaid preference dividend on each preference share held by them calculated down and including the date of return of capital and, secondly the balance (if any) after all payments to be made in priority, shall be distributed amongst the holders of the ordinary share held by them (as if the same constituted one class of share.) The D ordinary shares are not redeemable</p>	