

**Return of Allotment of Shares**Company Name: **Cambridge Mechatronics Limited**Company Number: **03071231**Received for filing in Electronic Format on the: **15/02/2019**

X7ZCG8C1

Shares Allotted (including bonus shares)

Date or period during which shares are allotted	From	To
	31/12/2018	31/12/2018

Class of Shares:	PREFERRED	Number allotted	330000
	ORDINARY	Nominal value of each share	0.0025
Currency:	GBP	Amount paid:	6.26
		Amount unpaid:	0.0

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	A1	Number allotted	157050
	ORDINARY	Aggregate nominal value:	392.625

Currency: **GBP**

Prescribed particulars

THE HOLDERS OF THE A1 ORDINARY SHARES ARE ENTITLED TO RECEIVE NOTICE OF, TO ATTEND AND TO VOTE AT GENERAL MEETINGS OF THE COMPANY. ON A POLL, EACH HOLDER OF A1 ORDINARY SHARES IS ENTITLED TO ONE VOTE FOR EVERY HUNDRED A1 ORDINARY SHARE HELD. ORDINARY SHARES AND A ORDINARY SHARES (BEING THE A1 ORDINARY SHARES, A2 ORDINARY SHARES AND A3 ORDINARY SHARES) RANK EQUALLY FOR DIVIDENDS BUT NO DIVIDENDS MAY BE DECLARED OR PAID UNLESS ALL ACCRUALS OF THE PREFERENTIAL DIVIDEND ON THE PREFERRED ORDINARY SHARES HAVE BEEN PAID OR THE HOLDERS OF A MAJORITY OF THE PREFERRED ORDINARY SHARES CONSENT. ON A LIQUIDATION OR OTHER RETURN OF CAPITAL, THE ASSETS AVAILABLE FOR DISTRIBUTION WILL BE APPLIED: (A) FIRST, IN PAYING ALL UNPAID ARREARS OF THE PREFERENTIAL DIVIDEND ON THE PREFERRED ORDINARY SHARES, (B) SECONDLY, IN PAYING TO THE HOLDERS OF THE PREFERRED ORDINARY SHARES THE ISSUE PRICE (OR DEEMED ISSUED PRICE) OF THE PREFERRED ORDINARY SHARES, (C) THIRDLY, AS TO ANY BALANCE UP TO £95.6 MILLION (OR AS INCREASED BY THE LOWER OF £6.26 AND THE ISSUE PRICE IN RESPECT OF EACH ORDINARY SHARE ISSUED AFTER THE DATE OF ADOPTION OF THE ARTICLES), IN PAYING TO THE HOLDERS OF THE A ORDINARY SHARES, THE ORDINARY SHARES, AND THE COMMON SHARES AND DEFERRED SHARES RESPECTIVELY, THE "REALISATION VALUE" OF THE A ORDINARY SHARES, AN AGGREGATE AMOUNT OF £1 TO THE HOLDER OF THE COMMON SHARES AND DEFERRED SHARES AND, AS TO THE REMAINDER, TO THE HOLDERS OF THE ORDINARY SHARES, AND (D) AS TO ANY BALANCE IN EXCESS OF THAT £95.6 MILLION (OR AS INCREASED), IN PAYING THAT BALANCE TO THE HOLDERS OF THE PREFERRED ORDINARY SHARES, THE ORDINARY SHARES AND A ORDINARY SHARES PRO RATA TO THEIR RESPECTIVE HOLDINGS. A1 ORDINARY SHARES SHALL NOT BE REDEEMABLE. REFER TO ARTICLES FOR FULL DETAILS.

Class of Shares:	A2	Number allotted	120349
	ORDINARY	Aggregate nominal value:	300.8725

Currency: **GBP**

Prescribed particulars

THE HOLDERS OF THE A2 ORDINARY SHARES ARE ENTITLED TO RECEIVE NOTICE OF, TO ATTEND AND TO VOTE AT GENERAL MEETINGS OF THE COMPANY. ON A POLL, EACH HOLDER OF A2 ORDINARY SHARES IS ENTITLED TO ONE VOTE FOR EVERY HUNDRED A2 ORDINARY SHARE HELD. ORDINARY SHARES AND A ORDINARY SHARES (BEING THE A1 ORDINARY SHARES, A2 ORDINARY SHARES AND A3 ORDINARY SHARES) RANK EQUALLY FOR DIVIDENDS BUT NO DIVIDENDS MAY BE DECLARED OR PAID UNLESS ALL ACCRUALS OF THE PREFERENTIAL DIVIDEND ON THE PREFERRED ORDINARY SHARES HAVE BEEN PAID OR THE HOLDERS OF A MAJORITY OF THE PREFERRED ORDINARY SHARES CONSENT. ON A LIQUIDATION OR OTHER RETURN OF CAPITAL, THE ASSETS AVAILABLE FOR DISTRIBUTION WILL BE APPLIED: (A) FIRST, IN PAYING ALL UNPAID ARREARS OF THE PREFERENTIAL DIVIDEND ON THE PREFERRED ORDINARY SHARES, (B) SECONDLY, IN PAYING TO THE HOLDERS OF THE PREFERRED ORDINARY SHARES THE ISSUE PRICE (OR DEEMED ISSUED PRICE) OF THE PREFERRED ORDINARY SHARES, (C) THIRDLY, AS TO ANY BALANCE UP TO £95.6 MILLION (OR AS INCREASED BY THE LOWER OF £6.26 AND THE ISSUE PRICE IN RESPECT OF EACH ORDINARY SHARE ISSUED AFTER THE DATE OF ADOPTION OF THE ARTICLES), IN PAYING TO THE HOLDERS OF THE A ORDINARY SHARES, THE ORDINARY SHARES, AND THE COMMON SHARES AND DEFERRED SHARES RESPECTIVELY, THE "REALISATION VALUE" OF THE A ORDINARY SHARES, AN AGGREGATE AMOUNT OF £1 TO THE HOLDER OF THE COMMON SHARES AND DEFERRED SHARES AND, AS TO THE REMAINDER, TO THE HOLDERS OF THE ORDINARY SHARES, AND (D) AS TO ANY BALANCE IN EXCESS OF THAT £95.6 MILLION (OR AS INCREASED), IN PAYING THAT BALANCE TO THE HOLDERS OF THE PREFERRED ORDINARY SHARES, THE ORDINARY SHARES AND A ORDINARY SHARES PRO RATA TO THEIR RESPECTIVE HOLDINGS. A2 ORDINARY SHARES SHALL NOT BE REDEEMABLE. REFER TO ARTICLES FOR FULL DETAILS.

Class of Shares:	A3	Number allotted	826000
	ORDINARY	Aggregate nominal value:	2065

Currency: **GBP**

Prescribed particulars

THE HOLDERS OF THE A3 ORDINARY SHARES ARE ENTITLED TO RECEIVE NOTICE OF, TO ATTEND AND TO VOTE AT GENERAL MEETINGS OF THE COMPANY. ON A POLL, EACH HOLDER OF A3 ORDINARY SHARES IS ENTITLED TO ONE VOTE FOR EVERY HUNDRED

A3 ORDINARY SHARE HELD. ORDINARY SHARES AND A ORDINARY SHARES (BEING THE A1 ORDINARY SHARES, A2 ORDINARY SHARES AND A3 ORDINARY SHARES) RANK EQUALLY FOR DIVIDENDS BUT NO DIVIDENDS MAY BE DECLARED OR PAID UNLESS ALL ACCRUALS OF THE PREFERENTIAL DIVIDEND ON THE PREFERRED ORDINARY SHARES HAVE BEEN PAID OR THE HOLDERS OF A MAJORITY OF THE PREFERRED ORDINARY SHARES CONSENT. ON A LIQUIDATION OR OTHER RETURN OF CAPITAL, THE ASSETS AVAILABLE FOR DISTRIBUTION WILL BE APPLIED: (A) FIRST, IN PAYING ALL UNPAID ARREARS OF THE PREFERENTIAL DIVIDEND ON THE PREFERRED ORDINARY SHARES, (B) SECONDLY, IN PAYING TO THE HOLDERS OF THE PREFERRED ORDINARY SHARES THE ISSUE PRICE (OR DEEMED ISSUED PRICE) OF THE PREFERRED ORDINARY SHARES, (C) THIRDLY, AS TO ANY BALANCE UP TO £95.6 MILLION (OR AS INCREASED BY THE LOWER OF £6.26 AND THE ISSUE PRICE IN RESPECT OF EACH ORDINARY SHARE ISSUED AFTER THE DATE OF ADOPTION OF THE ARTICLES), IN PAYING TO THE HOLDERS OF THE A ORDINARY SHARES, THE ORDINARY SHARES, AND THE COMMON SHARES AND DEFERRED SHARES RESPECTIVELY, THE "REALISATION VALUE" OF THE A ORDINARY SHARES, AN AGGREGATE AMOUNT OF £1 TO THE HOLDER OF THE COMMON SHARES AND DEFERRED SHARES AND, AS TO THE REMAINDER, TO THE HOLDERS OF THE ORDINARY SHARES, AND (D) AS TO ANY BALANCE IN EXCESS OF THAT £95.6 MILLION (OR AS INCREASED), IN PAYING THAT BALANCE TO THE HOLDERS OF THE PREFERRED ORDINARY SHARES, THE ORDINARY SHARES AND A ORDINARY SHARES PRO RATA TO THEIR RESPECTIVE HOLDINGS. A3 ORDINARY SHARES SHALL NOT BE REDEEMABLE. REFER TO ARTICLES FOR FULL DETAILS.

Class of Shares:	COMMON	Number allotted	1218907
Currency:	GBP	Aggregate nominal value:	3047.2675

Prescribed particulars

THE HOLDERS OF THE COMMON SHARES ARE ENTITLED TO RECEIVE NOTICE OF, TO ATTEND AND TO VOTE AT GENERAL MEETINGS OF THE COMPANY. ON A POLL, EACH HOLDER OF COMMON SHARES IS ENTITLED TO ONE VOTE FOR EACH COMMON SHARE OF WHICH HE IS THE HOLDER. COMMON SHARES DO NOT ENTITLE HOLDERS OF ANY DIVIDEND. ON A LIQUIDATION OR OTHER RETURN OF CAPITAL, THE ASSETS AVAILABLE FOR DISTRIBUTION WILL BE APPLIED: (A) FIRST, IN PAYING ALL UNPAID ARREARS OF THE PREFERENTIAL DIVIDEND ON THE PREFERRED ORDINARY SHARES, (B) SECONDLY, IN PAYING TO THE HOLDERS OF THE PREFERRED ORDINARY SHARES THE ISSUE PRICE (OR DEEMED ISSUED PRICE) OF THE PREFERRED ORDINARY SHARES, (C) THIRDLY,

AS TO ANY BALANCE UP TO £95.6 MILLION (OR AS INCREASED BY THE LOWER OF £6.26 AND THE ISSUE PRICE IN RESPECT OF EACH ORDINARY SHARE ISSUED AFTER THE DATE OF ADOPTION OF THE ARTICLES), IN PAYING TO THE HOLDERS OF THE A ORDINARY SHARES, THE ORDINARY SHARES, AND THE COMMON SHARES AND DEFERRED SHARES RESPECTIVELY, THE "REALISATION VALUE" OF THE A ORDINARY SHARES, AN AGGREGATE AMOUNT OF £1 TO THE HOLDER OF THE COMMON SHARES AND DEFERRED SHARES AND, AS TO THE REMAINDER, TO THE HOLDERS OF THE ORDINARY SHARES, AND (D) AS TO ANY BALANCE IN EXCESS OF THAT £95.6 MILLION (OR AS INCREASED), IN PAYING THAT BALANCE TO THE HOLDERS OF THE PREFERRED ORDINARY SHARES, THE ORDINARY SHARES AND A ORDINARY SHARES PRO RATA TO THEIR RESPECTIVE HOLDINGS. COMMON SHARES SHALL NOT BE REDEEMABLE. REFER TO ARTICLES FOR FULL DETAILS.

Class of Shares:	DEFERRED	Number allotted	38896
Currency:	GBP	Aggregate nominal value:	97.24

Prescribed particulars

THE DEFERRED SHARES DO NOT HAVE ANY VOTING RIGHTS NOR ENTITLE HOLDERS OF ANY DIVIDENDS. ON A LIQUIDATION OR OTHER RETURN OF CAPITAL, THE ASSETS AVAILABLE FOR DISTRIBUTION WILL BE APPLIED: (A) FIRST, IN PAYING ALL UNPAID ARREARS OF THE PREFERENTIAL DIVIDEND ON THE PREFERRED ORDINARY SHARES, (B) SECONDLY, IN PAYING TO THE HOLDERS OF THE PREFERRED ORDINARY SHARES THE ISSUE PRICE (OR DEEMED ISSUED PRICE) OF THE PREFERRED ORDINARY SHARES, (C) THIRDLY, AS TO ANY BALANCE UP TO £95.6 MILLION (OR AS INCREASED BY THE LOWER OF £6.26 AND THE ISSUE PRICE IN RESPECT OF EACH ORDINARY SHARE ISSUED AFTER THE DATE OF ADOPTION OF THE ARTICLES), IN PAYING TO THE HOLDERS OF THE A ORDINARY SHARES, THE ORDINARY SHARES, AND THE COMMON SHARES AND DEFERRED SHARES RESPECTIVELY, THE "REALISATION VALUE" OF THE A ORDINARY SHARES, AN AGGREGATE AMOUNT OF £1 TO THE HOLDER OF THE COMMON SHARES AND DEFERRED SHARES AND, AS TO THE REMAINDER, TO THE HOLDERS OF THE ORDINARY SHARES, AND (D) AS TO ANY BALANCE IN EXCESS OF THAT £95.6 MILLION (OR AS INCREASED), IN PAYING THAT BALANCE TO THE HOLDERS OF THE PREFERRED ORDINARY SHARES, THE ORDINARY SHARES AND A ORDINARY SHARES PRO RATA TO THEIR RESPECTIVE HOLDINGS. DEFERRED SHARES SHALL NOT BE REDEEMABLE. REFER TO ARTICLES FOR FULL DETAILS.

Class of Shares:	ORDINARY	Number allotted	13568831
Currency:	GBP	Aggregate nominal value:	33922.0775

Prescribed particulars

THE HOLDERS OF THE ORDINARY SHARES ARE ENTITLED TO RECEIVE NOTICE OF, TO ATTEND AND TO VOTE AT GENERAL MEETINGS OF THE COMPANY. ON A POLL, EACH HOLDER OF ORDINARY SHARES IS ENTITLED TO ONE VOTE FOR EACH ORDINARY SHARE OF WHICH HE IS THE HOLDER. ORDINARY SHARES AND A ORDINARY SHARES (BEING THE A1 ORDINARY SHARES, A2 ORDINARY SHARES AND A3 ORDINARY SHARES) RANK EQUALLY FOR DIVIDENDS BUT NO DIVIDENDS MAY BE DECLARED OR PAID UNLESS ALL ACCRUALS OF THE PREFERENTIAL DIVIDEND ON THE PREFERRED ORDINARY SHARES HAVE BEEN PAID OR THE HOLDERS OF A MAJORITY OF THE PREFERRED ORDINARY SHARES CONSENT. ON A LIQUIDATION OR OTHER RETURN OF CAPITAL, THE ASSETS AVAILABLE FOR DISTRIBUTION WILL BE APPLIED: (A) FIRST, IN PAYING ALL UNPAID ARREARS OF THE PREFERENTIAL DIVIDEND ON THE PREFERRED ORDINARY SHARES, (B) SECONDLY, IN PAYING TO THE HOLDERS OF THE PREFERRED ORDINARY SHARES THE ISSUE PRICE (OR DEEMED ISSUED PRICE) OF THE PREFERRED ORDINARY SHARES, (C) THIRDLY, AS TO ANY BALANCE UP TO £95.6 MILLION (OR AS INCREASED BY THE LOWER OF £6.26 AND THE ISSUE PRICE IN RESPECT OF EACH ORDINARY SHARE ISSUED AFTER THE DATE OF ADOPTION OF THE ARTICLES), IN PAYING TO THE HOLDERS OF THE A ORDINARY SHARES, THE ORDINARY SHARES, AND THE COMMON SHARES AND DEFERRED SHARES RESPECTIVELY, THE "REALISATION VALUE" OF THE A ORDINARY SHARES, AN AGGREGATE AMOUNT OF £1 TO THE HOLDER OF THE COMMON SHARES AND DEFERRED SHARES AND, AS TO THE REMAINDER, TO THE HOLDERS OF THE ORDINARY SHARES, AND (D) AS TO ANY BALANCE IN EXCESS OF THAT £95.6 MILLION (OR AS INCREASED), IN PAYING THAT BALANCE TO THE HOLDERS OF THE PREFERRED ORDINARY SHARES, THE ORDINARY SHARES AND A ORDINARY SHARES PRO RATA TO THEIR RESPECTIVE HOLDINGS. ORDINARY SHARES SHALL NOT BE REDEEMABLE. REFER TO ARTICLES FOR FULL DETAILS.

Class of Shares:	PREFERRED	Number allotted	2036359
	ORDINARY	Aggregate nominal value:	5090.8975
Currency:	GBP		

Prescribed particulars

THE HOLDERS OF THE PREFERRED ORDINARY SHARES ARE ENTITLED TO RECEIVE NOTICE OF, TO ATTEND AND TO VOTE AT GENERAL MEETINGS OF THE COMPANY. ON A POLL, EACH HOLDER OF PREFERRED ORDINARY SHARES IS ENTITLED TO ONE VOTE FOR EACH PREFERRED ORDINARY SHARE HELD. THE HOLDERS OF THE PREFERRED ORDINARY SHARES WILL BE ENTITLED TO RECEIVE A CUMULATIVE PREFERENTIAL DIVIDEND PAYABLE ON A LIQUIDATION OR OTHER RETURN OF CAPITAL, A SALE OR LISTING UNLESS OTHERWISE DECLARED OR PAID BY THE COMPANY. THE RATE OF THE DIVIDEND IS 8 PER CENT. PER ANNUM OF THE ISSUE PRICE (OR DEEMED ISSUE PRICE) OF THE PREFERRED ORDINARY SHARES. ON A LIQUIDATION OR OTHER RETURN OF CAPITAL, THE ASSETS AVAILABLE FOR DISTRIBUTION WILL BE APPLIED: (A) FIRST, IN PAYING ALL UNPAID ARREARS OF THE PREFERENTIAL DIVIDEND ON THE PREFERRED ORDINARY SHARES, (B) SECONDLY, IN PAYING TO THE HOLDERS OF THE PREFERRED ORDINARY SHARES THE ISSUE PRICE (OR DEEMED ISSUED PRICE) OF THE PREFERRED ORDINARY SHARES, (C) THIRDLY, AS TO ANY BALANCE UP TO £95.6 MILLION (OR AS INCREASED BY THE LOWER OF £6.26 AND THE ISSUE PRICE IN RESPECT OF EACH ORDINARY SHARE ISSUED AFTER THE DATE OF ADOPTION OF THE ARTICLES), IN PAYING TO THE HOLDERS OF THE A ORDINARY SHARES, THE ORDINARY SHARES, AND THE COMMON SHARES AND DEFERRED SHARES RESPECTIVELY, THE "REALISATION VALUE" OF THE A ORDINARY SHARES, AN AGGREGATE AMOUNT OF £1 TO THE HOLDER OF THE COMMON SHARES AND DEFERRED SHARES AND, AS TO THE REMAINDER, TO THE HOLDERS OF THE ORDINARY SHARES, AND (D) AS TO ANY BALANCE IN EXCESS OF THAT £95.6 MILLION (OR AS INCREASED), IN PAYING THAT BALANCE TO THE HOLDERS OF THE PREFERRED ORDINARY SHARES, THE ORDINARY SHARES AND A ORDINARY SHARES PRO RATA TO THEIR RESPECTIVE HOLDINGS. PREFERRED ORDINARY SHARES SHALL NOT BE REDEEMABLE. REFER TO ARTICLES FOR FULL DETAILS.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	17966392
		Total aggregate nominal value:	44915.98
		Total aggregate amount unpaid:	0

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Administrator, Administrative Receiver, Receiver, Receiver Manager, CIC Manager.