



Second Filing of a Previously Filed Document

Company Name: **CAMBRIDGE MECHATRONICS LIMITED**

Company Number: **03071231**



Received for filing in Electronic Format on the: **18/12/2023**

XCIMKHTD

Description of the original document

Document type: **Return of Allotment of Shares
SH01**

*Date of registration of
original document:* **15/12/2023**

**Return of Allotment of Shares**Company Name: **CAMBRIDGE MECHATRONICS LIMITED**Company Number: **03071231**Received for filing in Electronic Format on the: **18/12/2023****Shares Allotted (including bonus shares)**

Date or period during which shares are allotted	From	To
	13/12/2023	

Class of Shares:	ORDINARY	Number allotted	4705912
Currency:	GBP	Nominal value of each share	0.0025
		Amount paid:	0.0025
		Amount unpaid:	0

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	A	Number allotted	157050
	ORDINARY	Aggregate nominal value:	392.625
Currency:	GBP		
Prescribed particulars			

THE HOLDERS OF THE A ORDINARY SHARES ARE ENTITLED TO RECEIVE NOTICE OF, TO ATTEND AND VOTE AT GENERAL MEETING OF THE COMPANY. ON A POLL, EACH HOLDER OF A ORDINARY SHARES IS ENTITLED TO ONE VOTE FOR EVERY HUNDRED A ORDINARY OF WHICH HE IS THE HOLDER. DISTRIBUTABLE PROFITS MAY BE DISTRIBUTED AMONGST HOLDER OF PREFERRED ORDINARY SHARES, ORDINARY SHARES AND A ORDINARY SHARES AND IF DISTRIBUTED SHALL BE DISTRIBUTED RATEABLE AS IF THE PREFERRED ORDINARY SHARES HAD BEEN CONVERTED INTO ORDINARY SHARES. NO DIVIDEND MAY BE DECLARED OR PAID ON THE PREFERRED ORDINARY SHARES, ORDINARY SHARES OR A ORDINARY SHARES IN RESPECT OF ANY FINANCIAL PERIOD UNLESS AND UNTIL THE PREFERENTIAL DIVIDEND ON THE B1 PREFERRED SHARES IN RESPECT OF THAT FINANCIAL PERIOD HAS BEEN PAID OR EACH OF THE "LEAD INVESTORS" HAS CONSENTED. ON A RETURN OF CAPITAL OF THE COMPANY ON A WINDING UP, REDUCTION OF CAPITAL OR OTHERWISE THE ASSETS AVAILABLE FOR DISTRIBUTION WILL BE APPLIED: (A) FIRST IN PAYING TO THE B1 PREFERRED SHAREHOLDERS THE GREATER OF (I) THE "B1 PREFERENCE AMOUNT" AND (II) THE AMOUNT THAT WOULD BE RECEIVED IF THE B1 PREFERRED SHARES HAD BEEN CONVERTED INTO ORDINARY SHARES IMMEDIATELY PRIOR TO SUCH EVENT, (B) SECONDLY, IN PAYING TO THE PREFERRED ORDINARY SHAREHOLDERS THE GREATER OF (I) THE "PREFERRED ORDINARY PREFERENCE AMOUNT" AND (II) THE AMOUNT THAT WOULD BE RECEIVED OF THE PREFERRED ORDINARY SHARES HAD BEEN CONVERTED INTO ORDINARY SHARES IMMEDIATELY PRIOR TO SUCH EVENT, (C) THEREAFTER, ANY BALANCE SHALL BE PAID AMONG THE ORDINARY SHAREHOLDERS, THE A ORDINARY SHAREHOLDERS AND THE HOLDERS OF COMMON SHARES AND DEFERRED SHARES AS FOLLOWS (I) AS TO THE "REALISATION VALUE" OF THE A ORDINARY SHARES, TO THE HOLDERS OF THOSE SHARES RESPECTIVELY PRO RATA TO THEIR RESPECTIVE HOLDINGS OF A ORDINARY SHARES, (II) TO THE HOLDERS OF COMMONS SHARES AND DEFERRED SHARES, PRO RATA TO THEIR RESPECTIVE HOLDINGS OF COMMON SHARES AND DEFERRED SHARES, AN AMOUNT OF £1 IN AGGREGATE, AND (III) AS TO THE REMAINDER, TO THE HOLDERS OF ORDINARY SHARES PRO RATA TO THEIR RESPECTIVE HOLDINGS OF ORDINARY SHARES. A ORDINARY SHARES ARE NOT REDEEMABLE. A ORDINARY SHARES CONVERT INTO ORDINARY SHARES ON AN IPO AND CERTAIN A ORDINARY SHARES MAY CONVERT INTO DEFERRED SHARES IF THE HOLDER BECOMES A "LEAVER". REFER TO THE ARTICLES FOR FURTHER 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 RETURN OF CAPITAL OF THE COMPANY IN A WINDING UP, REDUCTION OF CAPITAL OR OTHERWISE THE ASSETS AVAILABLE FOR DISTRIBUTION WILL BE APPLIED: (A) FIRST IN PAYING TO THE B1 PREFERRED SHAREHOLDERS THE GREATER OF (I) THE "B1 PREFERENCE AMOUNT" AND (II) THE AMOUNT THAT WOULD BE RECEIVED IF THE B1 PREFERRED SHARES HAD BEEN CONVERTED INTO ORDINARY SHARES IMMEDIATELY PRIOR TO SUCH EVENT, (B) SECONDLY, IN PAYING TO THE PREFERRED ORDINARY SHAREHOLDERS THE GREATER OF (I) THE "PREFERRED ORDINARY PREFERENCE AMOUNT" AND (II) THE AMOUNT THAT WOULD BE RECEIVED IF THE PREFERRED ORDINARY SHARES HAD BEEN CONVERTED INTO ORDINARY SHARES IMMEDIATELY PRIOR TO SUCH EVENT, (C) THEREAFTER, ANY BALANCE SHALL BE PAID AMONG ORDINARY SHAREHOLDERS, THE A ORDINARY SHAREHOLDERS AND THE HOLDERS OF COMMON SHARES AND DEFERRED SHARES AS FOLLOWS (I) AS TO THE "REALISATION VALUE" OF THE A ORDINARY SHARES, TO THE HOLDERS OF THOSE SHARES RESPECTIVELY PRO RATA TO THEIR RESPECTIVE HOLDINGS OF A ORDINARY SHARES, (II) TO THE HOLDERS OF COMMON SHARES AND DEFERRED SHARES, PRO RATA TO THEIR RESPECTIVE HOLDINGS OF COMMON SHARES AND DEFERRED SHARES, AN AMOUNT OF £1 IN AGGREGATE, AND (III) AS TO THE REMAINDER, TO THE HOLDERS OF ORDINARY SHARES PRO RATA TO THEIR RESPECTIVE HOLDINGS OF ORDINARY SHARES. DEFERRED SHARES ARE NOT BE REDEEMABLE. REFER TO ARTICLES FOR FULL DETAILS.

Class of Shares:	ORDINARY	Number allotted	18703928
Currency:	GBP	Aggregate nominal value:	46759.82

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. DISTRIBUTABLE PROFITS MAY BE DISTRIBUTED AMONGST HOLDERS OF PREFERRED ORDINARY SHARES, ORDINARY SHARES AND A ORDINARY SHARES AND IF DISTRIBUTED SHALL BE DISTRIBUTED RATEABLY AS IF THE PREFERRED ORDINARY SHARES HAD BEEN CONVERTED INTO ORDINARY SHARES. NO DIVIDEND MAY BE DECLARED OR PAID ON THE PREFERRED ORDINARY SHARES, ORDINARY SHARES OR A ORDINARY SHARES IN RESPECT OF ANY FINANCIAL PERIOD UNLESS AND UNTIL THE PREFERENTIAL DIVIDEND ON THE B1 PREFERRED SHARES IN RESPECT OF THAT FINANCIAL PERIOD HAS BEEN PAID OR EACH OF THE "LEAD INVESTORS" HAS CONSENTED. ON A RETURN OF CAPITAL OF THE COMPANY ON A WINDING UP, REDUCTION OF CAPITAL OR OTHERWISE THE ASSETS AVAILABLE FOR DISTRIBUTION WILL BE APPLIED: (A) FIRST, IN PAYING TO THE B1 PREFERRED SHAREHOLDERS THE GREATER OF (I) THE "B1 PREFERENCE AMOUNT" AND (II) THE AMOUNT THAT WOULD BE RECEIVED IF THE B1 PREFERRED SHARES HAD BEEN CONVERTED INTO ORDINARY SHARES IMMEDIATELY PRIOR TO SUCH EVENT, (B) SECONDLY, IN PAYING TO THE PREFERRED ORDINARY SHAREHOLDERS THE GREATER OF (I) THE "PREFERRED ORDINARY PREFERENCE AMOUNT" AND (II) THE AMOUNT THAT WOULD BE RECEIVED IF THE PREFERRED ORDINARY SHARES HAD BEEN CONVERTED INTO ORDINARY SHARES IMMEDIATELY PRIOR TO SUCH EVENT, (C) THEREAFTER, ANY BALANCE SHALL BE PAID AMONG ORDINARY SHAREHOLDERS, THE A ORDINARY SHAREHOLDERS AND THE HOLDERS OF COMMON SHARES AND DEFERRED SHARES AS FOLLOWS (I) AS TO THE "REALISATION VALUE" OF THE A ORDINARY SHARES, TO THE HOLDERS OF THOSE SHARES RESPECTIVELY PRO RATA TO THEIR RESPECTIVE HOLDINGS OF A ORDINARY SHARES, (II) TO THE HOLDERS OF COMMON SHARES AND DEFERRED SHARES, PRO RATA TO THEIR RESPECTIVE HOLDINGS OF COMMON SHARES AND DEFERRED SHARES, AN AMOUNT OF £1 IN AGGREGATE, AND (III) AS TO THE REMAINDER, TO THE HOLDERS OF ORDINARY SHARES PRO RATA TO THEIR RESPECTIVE HOLDINGS OF ORDINARY SHARES. ORDINARY SHARES ARE 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 OF WHICH HE IS A HOLDER. COMMON SHARES DO NOT ENTITLED HOLDERS TO ANY DIVIDEND. ON A RETURN OF CAPITAL OF THE COMPANY ON A WINDING UP, REDUCTION OF CAPITAL OR OTHERWISE THE ASSETS AVAILABLE FOR DISTRIBUTION WILL BE APPLIED: (A) FIRST, IN PAYING TO THE B1 PREFERRED SHAREHOLDERS THE GREATER OF (I) THE "B1 PREFERENCE AMOUNT" AND (II) THE AMOUNT THAT WOULD BE RECEIVED IF THE B1 PREFERRED SHARES HAD BEEN CONVERTED INTO ORDINARY SHARES IMMEDIATELY PRIOR TO SUCH EVENT, (B) SECONDLY, IN PAYING TO THE PREFERRED ORDINARY SHAREHOLDERS THE GREATER OF (I) THE "PREFERRED ORDINARY PREFERENCE AMOUNT" AND (II) THE AMOUNT THAT WOULD BE RECEIVED IF THE PREFERRED ORDINARY SHARES HAD BEEN CONVERTED INTO ORDINARY SHARES IMMEDIATELY PRIOR TO SUCH EVENT, (C) THEREAFTER, ANY BALANCE SHALL BE PAID AMONG ORDINARY SHAREHOLDERS, THE A ORDINARY SHAREHOLDERS AND THE HOLDERS OF COMMON SHARES AND DEFERRED SHARES AS FOLLOWS (I) AS TO THE "REALISATION VALUE" OF THE A ORDINARY SHARES, TO THE HOLDERS OF THOSE SHARES RESPECTIVELY PRO RATA TO THEIR RESPECTIVE HOLDINGS OF A ORDINARY SHARES, (II) TO THE HOLDERS OF COMMON SHARES AND DEFERRED SHARES, PRO RATA TO THEIR RESPECTIVE HOLDINGS OF COMMON SHARES AND DEFERRED SHARES, AN AMOUNT OF £1 IN AGGREGATE, AND (III) AS TO THE REMAINDER, TO THE HOLDERS OF ORDINARY SHARES PRO RATA TO THEIR RESPECTIVE HOLDINGS OF ORDINARY SHARES. COMMON SHARES ARE NOT BE REDEEMABLE. CERTAIN COMMON SHARES MAY CONVERT INTO DEFERRED SHARES IF THE HOLDER BECOMES A "LEAVER". REFER TO ARTICLES FOR FULL DETAILS.

Class of Shares:	DEFERRED	Number allotted	190000
	(UNPAID)	Aggregate nominal value:	475
Currency:	GBP		
Prescribed particulars			

THE DEFERRED SHARES DO NOT HAVE ANY VOTING RIGHTS NOR ENTITLE HOLDERS OF ANY DIVIDENDS. ON A RETURN OF CAPITAL OF THE COMPANY IN A WINDING UP, REDUCTION OF CAPITAL OR OTHERWISE THE ASSETS AVAILABLE FOR DISTRIBUTION WILL BE APPLIED: (A) FIRST IN PAYING TO THE B1 PREFERRED SHAREHOLDERS THE GREATER OF (I) THE "B1 PREFERENCE AMOUNT" AND (II) THE AMOUNT THAT WOULD BE RECEIVED IF THE B1 PREFERRED SHARES HAD BEEN CONVERTED INTO ORDINARY SHARES IMMEDIATELY PRIOR TO SUCH EVENT, (B) SECONDLY, IN PAYING TO THE PREFERRED ORDINARY SHAREHOLDERS THE GREATER OF (I) THE "PREFERRED ORDINARY PREFERENCE AMOUNT" AND (II) THE AMOUNT THAT WOULD BE RECEIVED IF THE PREFERRED ORDINARY SHARES HAD BEEN CONVERTED INTO ORDINARY SHARES IMMEDIATELY PRIOR TO SUCH EVENT, (C) THEREAFTER, ANY BALANCE SHALL BE PAID AMONG ORDINARY SHAREHOLDERS, THE A ORDINARY SHAREHOLDERS AND THE HOLDERS OF COMMON SHARES AND DEFERRED SHARES AS FOLLOWS (I) AS TO THE "REALISATION VALUE" OF THE A ORDINARY SHARES, TO THE HOLDERS OF THOSE SHARES RESPECTIVELY PRO RATA TO THEIR RESPECTIVE HOLDINGS OF A ORDINARY SHARES, (II) TO THE HOLDERS OF COMMON SHARES AND DEFERRED SHARES, PRO RATA TO THEIR RESPECTIVE HOLDINGS OF COMMON SHARES AND DEFERRED SHARES, AN AMOUNT OF £1 IN AGGREGATE, AND (III) AS TO THE REMAINDER, TO THE HOLDERS OF ORDINARY SHARES PRO RATA TO THEIR RESPECTIVE HOLDINGS OF ORDINARY SHARES. DEFERRED SHARES ARE NOT BE REDEEMABLE. REFER TO ARTICLES FOR FULL DETAILS.

Class of Shares:	PREFERRED	Number allotted	4610391
	ORDINARY	Aggregate nominal value:	11525.9775
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 PREFERRED ORDINARY SHAREHOLDER IS ENTITLED TO EXERCISE THE NUMBER OF VOTES WHICH HE WOULD HAVE BEEN ENTITLED TO EXERCISE IF ALL THE PREFERRED ORDINARY SHARES HAD BEEN CONVERTED INTO ORDINARY SHARES IMMEDIATELY BEFORE THE HOLDING OF THE GENERAL MEETING. DISTRIBUTABLE PROFITS MAY BE DISTRIBUTED AMONGST THE HOLDERS OF THE PREFERRED ORDINARY SHARES, ORDINARY SHARES AND A ORDINARY SHARES AND IF DISTRIBUTED SHALL BE DISTRIBUTED RATEABLY AS IF THE PREFERRED ORDINARY SHARES HAD BEEN CONVERTED INTO ORDINARY SHARES. NO DIVIDEND MAY BE DECLARED OR PAID ON THE PREFERRED ORDINARY SHARES, ORDINARY SHARES OR A ORDINARY SHARES IN RESPECT OF ANY FINANCIAL PERIOD UNLESS AND UNTIL THE PREFERENTIAL DIVIDEND ON THE B1 PREFERRED SHARES IN RESPECT OF THAT FINANCIAL PERIOD HAS BEEN PAID OR EACH OF THE "LEAD INVESTORS" HAS CONSENTED. ON A RETURN OF CAPITAL OF THE COMPANY ON A WINDING UP, REDUCTION OF CAPITAL OR OTHERWISE THE ASSETS AVAILABLE FOR DISTRIBUTION WILL BE APPLIED: (A) FIRST IN PAYING TO THE B1 PREFERRED SHAREHOLDERS THE GREATER OF (I) THE "B1 PREFERENCE AMOUNT" AND (II) THE AMOUNT THAT WOULD BE RECEIVED IF THE B1 PREFERRED SHARES HAD BEEN CONVERTED INTO ORDINARY SHARES IMMEDIATELY PRIOR TO SUCH EVENT, (B) SECONDLY, IN PAYING TO THE PREFERRED ORDINARY SHAREHOLDERS THE GREATER OF (I) THE "PREFERRED ORDINARY PREFERENCE AMOUNT" AND (II) THE AMOUNT THAT WOULD BE RECEIVED IF THE PREFERRED ORDINARY SHARES HAD BEEN CONVERTED INTO ORDINARY SHARES IMMEDIATELY PRIOR TO SUCH EVENT, (C) THEREAFTER, ANY BALANCE SHALL BE PAID AMONG ORDINARY SHAREHOLDERS, THE A ORDINARY SHAREHOLDERS AND THE HOLDERS OF COMMON SHARES AND DEFERRED SHARES AS FOLLOWS (I) AS TO THE "REALISATION VALUE" OF THE A ORDINARY SHARES, TO THE HOLDERS OF THOSE SHARES RESPECTIVELY PRO RATA TO THEIR RESPECTIVE HOLDINGS OF A ORDINARY SHARES, (II) TO THE HOLDERS OF COMMON SHARES AND DEFERRED SHARES, PRO RATA TO THEIR RESPECTIVE HOLDINGS OF COMMON SHARES AND DEFERRED SHARES, AN AMOUNT OF £1 IN AGGREGATE, AND (III) AS TO THE REMAINDER, TO THE HOLDERS OF ORDINARY SHARES PRO RATA TO THEIR RESPECTIVE HOLDINGS OF ORDINARY SHARES. PREFERRED ORDINARY SHARES ARE NOT REDEEMABLE. PREFERRED ORDINARY SHARES ARE CONVERTIBLE INTO ORDINARY SHARES. REFER TO ARTICLES FOR FULL DETAILS.

Class of Shares:	A	Number allotted	756349
	ORDINARY	Aggregate nominal value:	1890.8725
	(UNPAID)		
Currency:	GBP		
Prescribed particulars			

THE HOLDERS OF THE A ORDINARY SHARES ARE ENTITLED TO RECEIVE NOTICE OF, TO ATTEND AND VOTE AT GENERAL MEETING OF THE COMPANY. ON A POLL, EACH HOLDER OF A ORDINARY SHARES IS ENTITLED TO ONE VOTE FOR EVERY HUNDRED A ORDINARY OF WHICH HE IS THE HOLDER. DISTRIBUTABLE PROFITS MAY BE DISTRIBUTED AMONGST HOLDER OF PREFERRED ORDINARY SHARES, ORDINARY SHARES AND A ORDINARY SHARES AND IF DISTRIBUTED SHALL BE DISTRIBUTED RATEABLE AS IF THE PREFERRED ORDINARY SHARES HAD BEEN CONVERTED INTO ORDINARY SHARES. NO DIVIDEND MAY BE DECLARED OR PAID ON THE PREFERRED ORDINARY SHARES, ORDINARY SHARES OR A ORDINARY SHARES IN RESPECT OF ANY FINANCIAL PERIOD UNLESS AND UNTIL THE PREFERENTIAL DIVIDEND ON THE B1 PREFERRED SHARES IN RESPECT OF THAT FINANCIAL PERIOD HAS BEEN PAID OR EACH OF THE "LEAD INVESTORS" HAS CONSENTED. ON A RETURN OF CAPITAL OF THE COMPANY ON A WINDING UP, REDUCTION OF CAPITAL OR OTHERWISE THE ASSETS AVAILABLE FOR DISTRIBUTION WILL BE APPLIED: (A) FIRST IN PAYING TO THE B1 PREFERRED SHAREHOLDERS THE GREATER OF (I) THE "B1 PREFERENCE AMOUNT" AND (II) THE AMOUNT THAT WOULD BE RECEIVED IF THE B1 PREFERRED SHARES HAD BEEN CONVERTED INTO ORDINARY SHARES IMMEDIATELY PRIOR TO SUCH EVENT, (B) SECONDLY, IN PAYING TO THE PREFERRED ORDINARY SHAREHOLDERS THE GREATER OF (I) THE "PREFERRED ORDINARY PREFERENCE AMOUNT" AND (II) THE AMOUNT THAT WOULD BE RECEIVED OF THE PREFERRED ORDINARY SHARES HAD BEEN CONVERTED INTO ORDINARY SHARES IMMEDIATELY PRIOR TO SUCH EVENT, (C) THEREAFTER, ANY BALANCE SHALL BE PAID AMONG THE ORDINARY SHAREHOLDERS, THE A ORDINARY SHAREHOLDERS AND THE HOLDERS OF COMMON SHARES AND DEFERRED SHARES AS FOLLOWS (I) AS TO THE "REALISATION VALUE" OF THE A ORDINARY SHARES, TO THE HOLDERS OF THOSE SHARES RESPECTIVELY PRO RATA TO THEIR RESPECTIVE HOLDINGS OF A ORDINARY SHARES, (II) TO THE HOLDERS OF COMMONS SHARES AND DEFERRED SHARES, PRO RATA TO THEIR RESPECTIVE HOLDINGS OF COMMON SHARES AND DEFERRED SHARES, AN AMOUNT OF £1 IN AGGREGATE, AND (III) AS TO THE REMAINDER, TO THE HOLDERS OF ORDINARY SHARES PRO RATA TO THEIR RESPECTIVE HOLDINGS OF ORDINARY SHARES. A ORDINARY SHARES ARE NOT REDEEMABLE. A ORDINARY SHARES CONVERT INTO ORDINARY SHARES ON AN IPO AND CERTAIN A ORDINARY SHARES MAY CONVERT INTO DEFERRED SHARES IF THE HOLDER BECOMES A "LEAVER". REFER TO THE ARTICLES FOR FURTHER DETAILS.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	25675521
		Total aggregate nominal value:	64188.8025
		Total aggregate amount unpaid:	5413.14

Authorisation

Authenticated

This form was authorised by one of the following:

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