

**Return of Allotment of Shares**Company Name: **CAMBRIDGE MECHATRONICS LIMITED**Company Number: **03071231**Received for filing in Electronic Format on the: **04/01/2024**

XCU12EIR

**Shares Allotted (including bonus shares)**

Date or period during which shares are allotted	From	To
	<b>04/01/2024</b>	

<b>Class of Shares:</b>	<b>B1</b>	Number allotted	<b>1086956</b>
	<b>PREFERRED</b>	Nominal value of each share	<b>0.0025</b>
	<b>SHARES</b>	Amount paid:	<b>1.84</b>
Currency:	<b>GBP</b>	Amount unpaid:	<b>0</b>

No shares allotted other than for cash

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# Statement of Capital (Share Capital)

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Class of Shares:	A	Number allotted	160050
	ORDINARY	Aggregate nominal value:	400.125
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.

<b>Class of Shares:</b>	<b>DEFERRED</b>	Number allotted	<b>38896</b>
<b>Currency:</b>	<b>GBP</b>	Aggregate nominal value:	<b>97.24</b>

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.

<b>Class of Shares:</b>	<b>ORDINARY</b>	Number allotted	<b>18703928</b>
Currency:	<b>GBP</b>	Aggregate nominal value:	<b>46759.82</b>

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:	A	Number allotted	756349
	ORDINARY	Aggregate nominal value:	1890.8725
	UNPAID		
Currency:	GBP		

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 (111) 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.

<b>Class of Shares:</b>	<b>B1</b>	Number allotted	<b>15896725</b>
	<b>PREFERRED</b>	Aggregate nominal value:	<b>39741.8125</b>
Currency:	<b>GBP</b>		

Prescribed particulars

THE HOLDERS OF THE B1 PREFERRED SHARES ARE ENTITLED TO RECEIVE NOTICE OF, TO ATTEND AND TO VOTE AT GENERAL MEETINGS OF THE COMPANY. ON A POLL, EACH B1 PREFERRED SHAREHOLDER IS ENTITLED TO EXERCISE THE NUMBER OF VOTES WHICH HE WOULD HAVE BEEN ENTITLED TO EXERCISE IF ALL THE B1 PREFERRED SHARES HAD BEEN CONVERTED INTO ORDINARY SHARES IMMEDIATELY BEFORE THE HOLDING OF THE GENERAL MEETING. THE B1 PREFERRED SHARES WILL BE ENTITLED TO RECEIVE, IN PRIORITY TO THE RIGHTS OF THE HOLDERS OF ANY OTHER CLASS OF SHARES IN THE CAPITAL OF THE COMPANY TO RECEIVE ANY DIVIDEND OR OTHER DISTRIBUTION, A FIXED NON-CUMULATIVE PREFERENTIAL DIVIDEND PAYABLE AT THE RATE OF EIGHT PER CENT PER CUMULATIVE ANNUM ON THE "B1 PREFERENCE AMOUNT". 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. B1 PREFERRED SHARES ARE NOT BE REDEEMABLE. B1 PREFERRED SHARES ARE CONVERTIBLE INTO ORDINARY SHARES. REFER TO ARTICLES FOR FULL DETAILS.

<b>Class of Shares:</b>	<b>COMMON</b>	Number allotted	<b>1218907</b>
Currency:	<b>GBP</b>	Aggregate nominal value:	<b>3047.2675</b>

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.

<b>Class of Shares:</b>	<b>DEFERRED</b>	Number allotted	<b>190000</b>
	<b>(UNPAID)</b>	Aggregate nominal value:	<b>475</b>
Currency:	<b>GBP</b>		

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	5304055
	ORDINARY	Aggregate nominal value:	13260.1375
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.

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## Statement of Capital (Totals)

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Currency:	<b>GBP</b>	Total number of shares:	<b>42268910</b>
		Total aggregate nominal value:	<b>105672.275</b>
		Total aggregate amount unpaid:	<b>5413.14</b>

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### Authorisation

Authenticated

This form was authorised by one of the following:

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