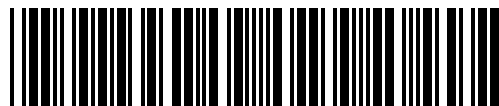


**Return of Allotment of Shares**Company Name: **2 Degrees Limited**Company Number: **06485099**Received for filing in Electronic Format on the: **24/03/2023**

XBZYD8TN

Shares Allotted (including bonus shares)

Date or period during which shares are allotted	From	To
	20/03/2023	20/03/2023

Class of Shares:	A1	Number allotted	4666666
	ORDINARY	Nominal value of each share	0.001
Currency:	GBP	Amount paid:	1
		Amount unpaid:	0

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	A1	Number allotted	4666666
	ORDINARY	Aggregate nominal value:	4666.666
Currency:	GBP		
Prescribed particulars			

THE SHARES SHALL NOT ENTITLE THE HOLDERS THEREOF TO RECEIVE DIVIDENDS. THE SHARES SHALL NOT ENTITLE THE HOLDERS THEREOF TO RECEIVE NOTICE OF, TO ATTEND OR TO VOTE AT MEETINGS OF THE MEMBERS OF THE COMPANY. ON A RETURN OF ASSETS ON LIQUIDATION OR CAPITAL REDUCTION OR OTHERWISE THE SURPLUS ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AMONGST MEMBERS AFTER PAYMENT OF ITS LIABILITIES (THE CAPITAL PROCEEDS) SHALL BE APPLIED (TO THE EXTENT LAWFULLY PERMITTED) AS FOLLOWS: IN THE EVENT THAT THE CAPITAL PROCEEDS ARE INSUFFICIENT TO RETURN (A) TO THE HOLDERS OF THE A1 ORDINARY SHARES AN AMOUNT AT LEAST EQUAL TO THE ISSUE PRICE THEREOF PLUS INTEREST THEREON AT THE RATE OF 8.5% PER ANNUM COMPOUNDING ON AN ANNUAL BASIS FROM THE DATE OF ISSUE OF THE RELEVANT A1 ORDINARY SHARES UNTIL THE DATE OF SUCH RETURN OF ASSETS ON LIQUIDATION OR CAPITAL REDUCTION OR OTHERWISE (PREFERRED RETURN) AND (B) TO THE HOLDERS OF THE A2 ORDINARY AN AMOUNT AT LEAST EQUAL TO THE ISSUE PRICE THEREOF, THE CAPITAL PROCEEDS SHALL BE APPLIED AND DISTRIBUTED IN THE FOLLOWING ORDER OF PRIORITY: FIRSTLY, IN PAYING (I) TO THE HOLDERS OF B1 ORDINARY SHARES, B2 ORDINARY SHARES AND THE C ORDINARY SHARES (AS IF THEY CONSTITUTED ONE CLASS IN PROPORTION TO THE NUMBER OF SHARES HELD BY THEM) A SUM EQUAL TO 0.001% OF THE PREFERRED RETURN, (II) TO THE HOLDERS OF THE A1 ORDINARY SHARES A SUM EQUAL TO 99.999% OF THE PREFERRED RETURN AND (III) TO THE HOLDERS OF THE A2 ORDINARY SHARES A SUM EQUAL TO 99.999% OF THE ISSUE PRICE THEREOF; SECONDLY IN PAYING TO THE PARTICIPATING MEMBERS 99.999% OF THE BALANCE OF THE CAPITAL PROCEEDS REMAINING AFTER PAYMENT OF THE SUM REFERRED TO IN ARTICLE 5.1.1.1 ABOVE PARI PASSU AS IF THE PARTICIPATING MEMBER SHARES CONSTITUTED ONE CLASS OF SHARE IN PROPORTION TO THE NUMBER OF SHARES HELD BY THEM AND IN PAYING 0.001% OF THE BALANCE OF THE CAPITAL PROCEEDS REMAINING AFTER PAYMENT OF THE SUM REFERRED TO IN ARTICLE 5.1.1.1 TO THE HOLDERS OF A1 ORDINARY SHARES; IN THE EVENT THAT THE CAPITAL PROCEEDS ARE SUFFICIENT TO RETURN TO THE HOLDERS OF THE A1 ORDINARY SHARES AN AMOUNT AT LEAST EQUAL TO THE PREFERRED RETURN AND TO THE HOLDERS OF THE A2 ORDINARY SHARES A SUM EQUAL TO 99.999% OF THE ISSUE PRICE THEREOF, THE CAPITAL PROCEEDS SHALL BE APPLIED AND DISTRIBUTED IN THE FOLLOWING ORDER OF PRIORITY: FIRSTLY, IN PAYING (I) TO THE HOLDERS OF B1 ORDINARY SHARES, B2 ORDINARY SHARES AND THE C ORDINARY SHARES (AS IF THEY CONSTITUTED ONE CLASS IN PROPORTION TO THE NUMBER OF SHARES HELD BY THEM) A SUM EQUAL TO 0.001% OF THE PREFERRED RETURN (II) IN PAYING TO THE PARTICIPATING MEMBERS A SUM EQUAL TO 0.001% OF THE ISSUE PRICE OF THE A2 ORDINARY SHARES

AS IF THE PARTICIPATING MEMBER SHARES CONSTITUTED ONE CLASS OF SHARE IN PROPORTION TO THE NUMBER OF SHARES HELD BY THEM (III) TO THE HOLDERS OF THE A1 ORDINARY SHARES A SUM EQUAL TO 99.999% OF THE PREFERRED RETURN AND (IV) TO THE HOLDERS OF THE A2 ORDINARY SHARES A SUM EQUAL TO 99.999% OF THE ISSUE PRICE THEREOF; AND SECONDLY, IN PAYING 99.999% OF THE CAPITAL PROCEEDS REMAINING AFTER PAYMENT OF THE SUMS REFERRED TO IN ARTICLE 5.1.2.1 ABOVE AMONGST THE PARTICIPATING MEMBERS PARI PASSU AS IF THE PARTICIPATING MEMBER SHARES CONSTITUTED ONE CLASS OF SHARE IN PROPORTION TO THE NUMBER OF SHARES HELD BY THEM AND IN PAYING 0.001% OF THE BALANCE OF THE CAPITAL PROCEEDS REMAINING AFTER PAYMENT OF THE SUM REFERRED TO IN ARTICLE 5.1.2.1 TO THE HOLDERS OF A1 ORDINARY SHARES. SUBJECT TO THE PROVISIONS OF THE ACT THE A1 ORDINARY SHARES MAY BE REDEEMED AT ANY TIME AFTER THE THIRD ANNIVERSARY OF THE ADOPTION DATE IN WHOLE (AND NOT IN PART ONLY) AT THE OPTION OF THE COMPANY.

Class of Shares:	C	Number allotted	6664101
	ORDINARY	Aggregate nominal value:	6664.101
Currency:	GBP		
Prescribed particulars			

THE SHARES HAVE ATTACHED TO THEM FULL VOTING AND DIVIDEND RIGHTS. ON A RETURN OF ASSETS ON LIQUIDATION OR CAPITAL REDUCTION OR OTHERWISE THE SURPLUS ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AMONGST MEMBERS AFTER PAYMENT OF ITS LIABILITIES (THE CAPITAL PROCEEDS) SHALL BE APPLIED (TO THE EXTENT LAWFULLY PERMITTED) AS FOLLOWS: IN THE EVENT THAT THE CAPITAL PROCEEDS ARE INSUFFICIENT TO RETURN (A) TO THE HOLDERS OF THE A1 ORDINARY SHARES AN AMOUNT AT LEAST EQUAL TO THE ISSUE PRICE THEREOF PLUS INTEREST THEREON AT THE RATE OF 8.5% PER ANNUM COMPOUNDING ON AN ANNUAL BASIS FROM THE DATE OF ISSUE OF THE RELEVANT A1 ORDINARY SHARES UNTIL THE DATE OF SUCH RETURN OF ASSETS ON LIQUIDATION OR CAPITAL REDUCTION OR OTHERWISE (PREFERRED RETURN) AND (B) TO THE HOLDERS OF THE A2 ORDINARY AN AMOUNT AT LEAST EQUAL TO THE ISSUE PRICE THEREOF, THE CAPITAL PROCEEDS SHALL BE APPLIED AND DISTRIBUTED IN THE FOLLOWING ORDER OF PRIORITY: FIRSTLY, IN PAYING (I) TO THE HOLDERS OF B1 ORDINARY SHARES, B2 ORDINARY SHARES AND THE C ORDINARY SHARES (AS IF THEY CONSTITUTED ONE CLASS IN PROPORTION TO THE NUMBER OF SHARES HELD BY THEM) A SUM EQUAL TO 0.001% OF THE PREFERRED RETURN. IN THE EVENT THAT THE CAPITAL PROCEEDS ARE SUFFICIENT TO RETURN TO THE HOLDERS OF THE A1 ORDINARY SHARES AN AMOUNT AT LEAST EQUAL TO THE PREFERRED RETURN AND TO THE HOLDERS OF THE A2 ORDINARY SHARES A SUM EQUAL TO 99.999% OF THE ISSUE PRICE THEREOF, THE CAPITAL PROCEEDS SHALL BE APPLIED AND DISTRIBUTED IN THE FOLLOWING ORDER OF PRIORITY: FIRSTLY, IN PAYING (I) TO THE HOLDERS OF B1 ORDINARY SHARES, B2 ORDINARY SHARES AND THE C ORDINARY SHARES (AS IF THEY CONSTITUTED ONE CLASS IN PROPORTION TO THE NUMBER OF SHARES HELD BY THEM) A SUM EQUAL TO 0.001% OF THE PREFERRED RETURN. THE SHARES DO NOT CONFER ANY RIGHTS OF REDEMPTION.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	11330767
		Total aggregate nominal value:	11330.767
		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.