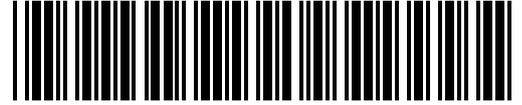




Return of Allotment of Shares

Company Name: **WOOSHII LIMITED**

Company Number: **06862860**



Received for filing in Electronic Format on the: **18/08/2022**

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Shares Allotted (including bonus shares)

| Date or period during which shares are allotted | From | To |
|---|-------------------|----|
| | 16/08/2022 | |

| | | | |
|-------------------------|--------------------|-----------------------------|---------------|
| Class of Shares: | D | Number allotted | 750000 |
| | CONVERTIBLE | Nominal value of each share | 1 |
| Currency: | GBP | Amount paid: | 1 |
| | | Amount unpaid: | 0 |

No shares allotted other than for cash

Statement of Capital (Share Capital)

| | | | |
|-------------------------|-----------------|--------------------------|-----------------|
| Class of Shares: | A | Number allotted | 1237701 |
| | ORDINARY | Aggregate nominal value: | 12377.01 |

Currency: **GBP**

Prescribed particulars

EACH ORDINARY SHARE HAS A RIGHT TO ONE VOTE AND TO PARTICIPATE EQUALLY IN THE DISTRIBUTION OF DIVIDENDS. SHARES ALSO HAVE AN EQUAL RIGHT TO PARTICIPATE IN THE DISTRIBUTION OF CAPITAL, INCLUDING ON A WINDING UP, AND ARE NOT TO BE REDEEMED OR LIABLE TO BE REDEEMED.

| | | | |
|-------------------------|-----------------|--------------------------|-----------------|
| Class of Shares: | B | Number allotted | 2430517 |
| | ORDINARY | Aggregate nominal value: | 24305.17 |

Currency: **GBP**

Prescribed particulars

SUBJECT TO THE RIGHTS OF THE HOLDERS OF THE PREFERENCE SHARES AND INVESTOR CONSENT, THE HOLDERS OF B ORDINARY SHARES ARE ENTITLED TO RECEIVE A DIVIDEND AND PARTICIPATE IN THE DISTRIBUTION OF CAPITAL ON A RETURN OF ASSETS ON LIQUIDATION OR CAPITAL REDUCTION OR OTHERWISE. EACH B ORDINARY SHARE SHALL BE ENTITLED ON A SHOW OF HANDS TO ONE VOTE AND ON A POLL OR WRITTEN RESOLUTION TO ONE VOTE PER SHARE. NOT REDEEMABLE.

| | | | |
|-------------------------|-----------------|--------------------------|----------------|
| Class of Shares: | C | Number allotted | 312549 |
| | ORDINARY | Aggregate nominal value: | 3125.49 |

Currency: **GBP**

Prescribed particulars

SUBJECT TO THE RIGHTS OF THE HOLDERS OF THE PREFERENCE SHARES AND INVESTOR CONSENT, THE HOLDERS OF C ORDINARY SHARES ARE ENTITLED TO RECEIVE A DIVIDEND AND PARTICIPATE IN THE DISTRIBUTION OF CAPITAL ON A RETURN OF ASSETS ON LIQUIDATION OR CAPITAL REDUCTION OR OTHERWISE. EACH C ORDINARY SHARE SHALL BE ENTITLED ON A SHOW OF HANDS TO ONE VOTE AND ON A POLL OR WRITTEN RESOLUTION TO ONE VOTE PER SHARE. NOT REDEEMABLE.

Class of Shares: ORDINARY Number allotted **2602223**

Currency: **GBP** Aggregate nominal value: **26022.23**

Prescribed particulars

EACH ORDINARY SHARE HAS A RIGHT TO ONE VOTE AND TO PARTICIPATE EQUALLY IN THE DISTRIBUTION OF DIVIDENDS. SHARES ALSO HAVE AN EQUAL RIGHT TO PARTICIPATE IN THE DISTRIBUTION OF CAPITAL, INCLUDING ON A WINDING UP, AND ARE NOT TO BE REDEEMED OR LIABLE TO BE REDEEMED.

Class of Shares: B Number allotted **2250000**

PREFERENCE Aggregate nominal value: **2250000**

Currency: **GBP**

Prescribed particulars

ENTITLED TO RECEIVE, IN PRIORITY TO THE HOLDERS OF ANY OTHER CLASS OF SHARES, A FIXED NON-CUMULATIVE PREFERENTIAL NET CASH DIVIDEND OF 5% PER ANNUM ON EACH B PREFERENCE SHARE FOR THE PERIOD FROM THE INITIAL ADOPTION DATE. ON A RETURN OF ASSETS ON LIQUIDATION OR CAPITAL REDUCTION OR OTHERWISE THE HOLDERS OF THE B PREFERENCE SHARES ARE ENTITLED TO RECEIVE A DISTRIBUTION OF THE ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTION IN ACCORDANCE WITH ARTICLE 7.2 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY. THE HOLDERS OF B PREFERENCE SHARES ARE ENTITLED TO RECEIVE NOTICE OF AND SPEAK AT GENERAL MEETINGS BUT ARE NOT ENTITLED TO VOTE. THE B PREFERENCE SHARES ARE REDEEMABLE ON THE TERMS SET OUT IN ARTICLE 7.4 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY.

Class of Shares: C Number allotted **425844**

PREFERENCE Aggregate nominal value: **4258.44**

Currency: **GBP**

Prescribed particulars

ENTITLED TO RECEIVE, IN PRIORITY TO THE HOLDERS OF ANY OTHER CLASS OF SHARES, A FIXED NON-CUMULATIVE PREFERENTIAL NET CASH DIVIDEND OF 5% PER ANNUM ON EACH C PREFERENCE SHARE FOR THE PERIOD FROM THE INITIAL ADOPTION DATE. ON A RETURN OF ASSETS ON LIQUIDATION OR CAPITAL REDUCTION OR OTHERWISE THE HOLDERS OF THE C PREFERENCE SHARES ARE ENTITLED TO RECEIVE A DISTRIBUTION OF THE ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTION IN ACCORDANCE WITH ARTICLE 7.2 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY. THE HOLDERS OF C PREFERENCE SHARES ARE ENTITLED TO RECEIVE NOTICE OF AND SPEAK AT GENERAL MEETINGS BUT ARE NOT ENTITLED TO VOTE. THE C PREFERENCE SHARES ARE REDEEMABLE ON THE TERMS SET OUT IN ARTICLE 7.4 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY.

| | | | |
|-------------------------|-------------------|--------------------------|----------------|
| Class of Shares: | PREFERENCE | Number allotted | 3240000 |
| Currency: | GBP | Aggregate nominal value: | 3240000 |

Prescribed particulars

ENTITLED TO RECEIVE, IN PRIORITY TO THE HOLDERS OF ANY OTHER CLASS OF SHARES, A FIXED NON-CUMULATIVE PREFERENTIAL NET CASH DIVIDEND OF 5% PER ANNUM ON EACH PREFERENCE SHARE FOR THE PERIOD FROM THE INITIAL ADOPTION DATE. ON A RETURN OF ASSETS ON LIQUIDATION OR CAPITAL REDUCTION OR OTHERWISE THE HOLDERS OF THE PREFERENCE SHARES ARE ENTITLED TO RECEIVE A DISTRIBUTION OF THE ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTION IN ACCORDANCE WITH ARTICLE 7.2 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY. THE HOLDERS OF PREFERENCE SHARES ARE ENTITLED TO RECEIVE NOTICE OF AND SPEAK AT GENERAL MEETINGS BUT ARE NOT ENTITLED TO VOTE. THE PREFERENCE SHARES ARE REDEEMABLE ON THE TERMS SET OUT IN ARTICLE 7.4 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY.

| | | | |
|-------------------------|--------------------|--------------------------|---------------|
| Class of Shares: | D | Number allotted | 750000 |
| | CONVERTIBLE | Aggregate nominal value: | 750000 |
| Currency: | GBP | | |

Prescribed particulars

ON A RETURN OF ASSETS ON LIQUIDATION OR CAPITAL REDUCTION OR OTHERWISE THE HOLDERS OF THE D CONVERTIBLE SHARES ARE ENTITLED TO RECEIVE A DISTRIBUTION OF THE ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTION IN ACCORDANCE WITH ARTICLE 7.2 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY. THE HOLDERS OF THE D CONVERTIBLE SHARES ARE ENTITLED TO RECEIVE NOTICE OF AND SPEAK AT GENERAL MEETINGS BUT ARE NOT ENTITLED TO VOTE. THE D CONVERTIBLE SHARES ARE REDEEMABLE ON THE TERMS SET OUT IN ARTICLE 7.7 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY. THE D CONVERTIBLE SHARES ARE CONVERTIBLE ON THE TERMS SET OUT IN ARTICLE 7.8 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY.

Statement of Capital (Totals)

| | | | |
|-----------|------------|--------------------------------|-------------------|
| Currency: | GBP | Total number of shares: | 13248834 |
| | | Total aggregate nominal value: | 6310088.34 |
| | | 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.