

**Return of Allotment of Shares**Company Name: **CROWDCUBE LIMITED**Company Number: **07014587**Received for filing in Electronic Format on the: **26/11/2015**

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Shares Allotted (including bonus shares)

Date or period during which
shares are allotted

From
04/11/2015

Class of Shares:	B	Number allotted	412115
	PREFERENCE	Nominal value of each share	0.01
Currency:	GBP	Amount paid:	1000000
		Amount unpaid:	0

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	A	Number allotted	10221951
	ORDINARY	Aggregate nominal value:	102219.51
Currency:	GBP	Amount paid per share	0.01
		Amount unpaid per share	0

Prescribed particulars

ALL TERMS ARE AS DEFINED IN THE ARTICLES OF ASSOCIATION OF CROWDCUBE LIMITED. A ORDINARY SHARES RANK EQUALLY WITH A PREFERENCE SHARES AND B PREFERENCE SHARES FOR VOTING PURPOSES. ALL SHARES RANK EQUALLY FOR DIVIDENDS. IN A RETURN OF ASSETS FROM A LIQUIDATION, CAPITAL REDUCTION OR OTHERWISE, THE NET PROCEEDS SHALL BE DIVIDED? (A) (I) TO THE HOLDERS OF THE PREFERENCE SHARES ON A PARI PASSU BASIS AS IF THE A PREFERENCE SHARES AND B PREFERENCES SHARES CONSTITUTED A SINGLE CLASS OF SHAXE, IN PRIORITY TO ALL OTHER SHAREHOLDERS, AN A-NOUNT EQUAL TO THE SUBSCRIPTION PRICE FOR THEIR PREFERENCE SHARES (OR IN THE EVENT OF THE CONSOLIDATION, SUB-DIVISION AND/OR REDESIGNATION OF THE PREFERENCE SHARES OTHER THAN A CONVERSION AND REDESIGNATION INTO A ORDINARY SHARES IN ACCORDANCE WITH ARTICLE 3.2, THE SUBSCRIPTION PRICE ORIGINALLY PAID FOR EACH PREFERENCE SHARE FROM WHICH THE SHARC3 ARISING ON SUCH CONSOLIDATION, SUB- DIVISION AND/OR REDESIGNATLON DERIVE) PLUS ANY ARREARS OR ACCRUALS OF DIVIDEND LIT ANY) ON THE PREFERENCE SHARES {AS THE CASE WAY BE) DUE OR DECLARED BUT UNPAID DOWN TO THE DATE OF THE RETURN OF ASSETS; AND (11) IN ADDITION, TO ALL SHAREHOLDERS THE AGGREGATE SUN OF £100 WHEREBY EACH SHAREHOLDER IS TO RECEIVE A PAYMENT EQUAL TO THE PRODUCT OF £100 MULTIPLIED BY A FRACTION THE NUMERATOR OF WHICH IS THE NUMBER OF SHARES HOLD BY SUCH SHAREHOLDER AND THE DENOMINATOR OF WHICH IS THE TOTAL OUTSTANDING NUMBER OF SHARES ON THE DATE OF SUCH PAYMENT, PROVIDED THAT IF THERE ARE INSUFFICIENT NET PROCEEDS TO PAY THE AMOUNTS REFERRED TO IN PARAGRAPH (A) IN FULL, THE NET PROCEEDS SHALL BE DISTRIBUTED SO FAR AS POSSIBLE ON THE BASIS SET OUT IN THIS ARTICLE 3.1.1, WITH THE AMOUNTS PAYABLE BEING REDUCED PRO RATA IN THE SANE PROPORTIONS; AND (B) THEREAFTER THE BALANCE OF THE NET PROCEEDS, IF ANY, SHALL BE DISTRIBUTED TO EACH OF THE HOLDERS OF THE A ORDINARY SHARES AND B INVESTMENT SHARES {INCLUDING, FOR THE AVOIDANCE OF DOUBT, ANY A ORDINARY SHARES ARISING FROM CONVERSION OF PREFERENCE SHARES UNDER ARTICLE 3.2) IN PROPORTION TO THE NUMBER OF A

ORDINARY SHARES AND/OR B INVESTMENT SHARES HELD BY THEM RESPECTIVELY (AS IF THE A ORDINARY SHARES AND B INVESTMENT SHARES CONSTITUTED ONE AND THE SAME CLASS), AND IN ADDITION, TO ALL SHAREHOLDERS THE AGGREGATE SUM OF £.100 WHEREBY EACH SHAREHOLDER IS TO RECEIVE A PAYMENT EQUAL TO THE PRODUCT OF £100 MULTIPLIED BY A FRACTION THE NUMERATOR OF WHICH IS THE NUMBER OF SHARES HELD BY SUCH SHAREHOLDER AND THE DENOMINATOR OF WHICH IS THE TOTAL OUTSTANDING NUMBER OF SHARES ON THE DATE OF SUCH PAYMENT. IN A SALE OR ASSET SALE, THE PROCEEDS NET OF ANY COSTS OF THE SALE WILL THE DISTRIBUTED AS ABOVE, N. NUS THE COSTS ASSOCIATED WITH THE SALE OR ASSET SALE. THE SHARES ARE NOT REDEEMABLE.

Class of Shares:	A	Number allotted	3576555
	PREFERENCE	Aggregate nominal value:	35765.55
Currency:	GBP	Amount paid per share	0.01
		Amount unpaid per share	0

Prescribed particulars

ALL TERMS ARE AS DEFINED IN THE ARTICLES OF ASSOCIATION OF CROWDCUBE LIMITED. A PREFERENCE SHARES RANK EQUALLY WITH A ORDINARY SHARES AND B PREFERENCE SHARES FOR VOTING PURPOSES. ALL SHARES RANK EQUALLY FOR DIVIDENDS. IN A RETURN OF ASSETS FROM A LIQUIDATION, CAPITAL REDUCTION OR OTHERWISE, THE NET PROCEEDS SHALL BE DIVIDED? (A) (I) TO THE HOLDERS OF THE PREFERENCE SHARES ON A PARI PASSU BASIS AS IF THE A PREFERENCE SHARES AND B PREFERENCES SHARES CONSTITUTED A SINGLE CLASS OF SHAXE, IN PRIORITY TO ALL OTHER SHAREHOLDERS, AN A-NOUNT EQUAL TO THE SUBSCRIPTION PRICE FOR THEIR PREFERENCE SHARES (OR IN THE EVENT OF THE CONSOLIDATION, SUB-DIVISION AND/OR REDESIGNATION OF THE PREFERENCE SHARES OTHER THAN A CONVERSION AND REDESIGNATION INTO A ORDINARY SHARES IN ACCORDANCE WITH ARTICLE 3.2, THE SUBSCRIPTION PRICE ORIGINALLY PAID FOR EACH PREFERENCE SHARE FROM WHICH THE SHARC3 ARISING ON SUCH CONSOLIDATION, SUB- DIVISION AND/OR REDESIGNATLON DERIVE) PLUS ANY ARREARS OR ACCRUALS OF DIVIDEND LIT ANY) ON THE PREFERENCE SHARES {AS THE CASE WAY BE) DUE OR DECLARED BUT UNPAID DOWN TO THE DATE OF THE RETURN OF ASSETS; AND (11) IN ADDITION, TO ALL SHAREHOLDERS THE AGGREGATE SUN OF £100 WHEREBY EACH SHAREHOLDER IS TO RECEIVE A PAYMENT EQUAL TO THE PRODUCT OF £100 MULTIPLIED BY A FRACTION THE NUMERATOR OF WHICH IS THE NUMBER OF SHARES HOLD BY SUCH SHAREHOLDER AND THE DENOMINATOR OF WHICH IS THE

TOTAL OUTSTANDING NUMBER OF SHARES ON THE DATE OF SUCH PAYMENT, PROVIDED THAT IF THERE ARE INSUFFICIENT NET PROCEEDS TO PAY THE AMOUNTS REFERRED TO IN PARAGRAPH (A) IN FULL, THE NET PROCEEDS SHALL BE DISTRIBUTED SO FAR AS POSSIBLE ON THE BASIS SET OUT IN THIS ARTICLE 3.1.1, WITH THE AMOUNTS PAYABLE BEING REDUCED PRO RATA IN THE SAME PROPORTIONS; AND (B) THEREAFTER THE BALANCE OF THE NET PROCEEDS, IF ANY, SHALL BE DISTRIBUTED TO EACH OF THE HOLDERS OF THE A ORDINARY SHARES AND B INVESTMENT SHARES {INCLUDING, FOR THE AVOIDANCE OF DOUBT, ANY A ORDINARY SHARES ARISING FROM CONVERSION OF PREFERENCE SHARES UNDER ARTICLE 3.2) IN PROPORTION TO THE NUMBER OF A ORDINARY SHARES AND/OR B INVESTMENT SHARES HELD BY THEM RESPECTIVELY (AS IF THE A ORDINARY SHARES AND B INVESTMENT SHARES CONSTITUTED ONE AND THE SAME CLASS), AND IN ADDITION, TO ALL SHAREHOLDERS THE AGGREGATE SUM OF £.100 WHEREBY EACH SHAREHOLDER IS TO RECEIVE A PAYMENT EQUAL TO THE PRODUCT OF £100 MULTIPLIED BY A FRACTION THE NUMERATOR OF WHICH IS THE NUMBER OF SHARES HELD BY SUCH SHAREHOLDER AND THE DENOMINATOR OF WHICH IS THE TOTAL OUTSTANDING NUMBER OF SHARES ON THE DATE OF SUCH PAYMENT. IN A SALE OR ASSET SALE, THE PROCEEDS NET OF ANY COSTS OF THE SALE WILL THE DISTRIBUTED AS ABOVE, N. NUS THE COSTS ASSOCIATED WITH THE SALE OR ASSET SALE. THE SHARES ARE NOT REDEEMABLE.

Class of Shares:	B	Number allotted	3049237
	INVESTMENT	Aggregate nominal value:	30492.37
Currency:	GBP	Amount paid per share	0.01
		Amount unpaid per share	0

Prescribed particulars

ALL TERMS ARE AS DEFINED IN THE ARTICLES OF ASSOCIATION OF CROWDCUBE LIMITED. B INVESTMENT SHARES DO NOT ENTITLE THEIR HOLDERS TO VOTE AT GENERAL MEETINGS. ALL SHARES RANK EQUALLY FOR DIVIDENDS. IN A RETURN OF ASSETS FROM A LIQUIDATION, CAPITAL REDUCTION OR OTHERWISE, THE NET PROCEEDS SHALL BE DIVIDED? (A) (IJ TO THE HOLDERS OF THE PREFERENCE SHARES ON A PARI PASSU BASIS AS IF THE A PREFERENCE SHARES AND B PREFERENCES SHARES CONSTITUTED A SINGLE CLASS OF SHAXE, IN PRIORITY TO ALL OTHER SHAREHOLDERS, AN A-NOUNT EQUAL TO THE SUBSCRIPTION PRICE FOR THEIR PREFERENCE SHARES (OR IN THE EVENT OF THE CONSOLIDATION, SUB-DIVISION AND/OR REDESIGNATION OF THE PREFERENCE SHARES OTHER THAN A CONVERSION AND REDESIGNATION INTO A ORDINARY SHARES IN

ACCORDANCE WITH ARTICLE 3.2, THE SUBSCRIPTION PRICE ORIGINALLY PAID FOR EACH PREFERENCE SHARE FROM WHICH THE SHARC3 ARISING ON SUCH CONSOLIDATION, SUB-DIVISION AND/OR REDESIGNATION DERIVE) PLUS ANY ARREARS OR ACCRUALS OF DIVIDEND (IF ANY) ON THE PREFERENCE SHARES (AS THE CASE MAY BE) DUE OR DECLARED BUT UNPAID DOWN TO THE DATE OF THE RETURN OF ASSETS; AND (11) IN ADDITION, TO ALL SHAREHOLDERS THE AGGREGATE SUM OF £100 WHEREBY EACH SHAREHOLDER IS TO RECEIVE A PAYMENT EQUAL TO THE PRODUCT OF £100 MULTIPLIED BY A FRACTION THE NUMERATOR OF WHICH IS THE NUMBER OF SHARES HELD BY SUCH SHAREHOLDER AND THE DENOMINATOR OF WHICH IS THE TOTAL OUTSTANDING NUMBER OF SHARES ON THE DATE OF SUCH PAYMENT, PROVIDED THAT IF THERE ARE INSUFFICIENT NET PROCEEDS TO PAY THE AMOUNTS REFERRED TO IN PARAGRAPH (A) IN FULL, THE NET PROCEEDS SHALL BE DISTRIBUTED SO FAR AS POSSIBLE ON THE BASIS SET OUT IN THIS ARTICLE 3.1.1, WITH THE AMOUNTS PAYABLE BEING REDUCED PRO RATA IN THE SAME PROPORTIONS; AND (B) THEREAFTER THE BALANCE OF THE NET PROCEEDS, IF ANY, SHALL BE DISTRIBUTED TO EACH OF THE HOLDERS OF THE A ORDINARY SHARES AND B INVESTMENT SHARES (INCLUDING, FOR THE AVOIDANCE OF DOUBT, ANY A ORDINARY SHARES ARISING FROM CONVERSION OF PREFERENCE SHARES UNDER ARTICLE 3.2) IN PROPORTION TO THE NUMBER OF A ORDINARY SHARES AND/OR B INVESTMENT SHARES HELD BY THEM RESPECTIVELY (AS IF THE A ORDINARY SHARES AND B INVESTMENT SHARES CONSTITUTED ONE AND THE SAME CLASS), AND IN ADDITION, TO ALL SHAREHOLDERS THE AGGREGATE SUM OF £100 WHEREBY EACH SHAREHOLDER IS TO RECEIVE A PAYMENT EQUAL TO THE PRODUCT OF £100 MULTIPLIED BY A FRACTION THE NUMERATOR OF WHICH IS THE NUMBER OF SHARES HELD BY SUCH SHAREHOLDER AND THE DENOMINATOR OF WHICH IS THE TOTAL OUTSTANDING NUMBER OF SHARES ON THE DATE OF SUCH PAYMENT. IN A SALE OR ASSET SALE, THE PROCEEDS NET OF ANY COSTS OF THE SALE WILL BE DISTRIBUTED AS ABOVE, NET OF THE COSTS ASSOCIATED WITH THE SALE OR ASSET SALE. THE SHARES ARE NOT REDEEMABLE.

Class of Shares:	B	Number allotted	2472693
	PREFERENCE	Aggregate nominal value:	24726.93
Currency:	GBP	Amount paid per share	0.01
		Amount unpaid per share	0

Prescribed particulars

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SHARES FOR VOTING PURPOSES. ALL SHARES RANK EQUALLY FOR DIVIDENDS. IN A RETURN OF ASSETS FROM A LIQUIDATION, CAPITAL REDUCTION OR OTHERWISE, THE NET PROCEEDS SHALL BE DIVIDED? (A) (I) TO THE HOLDERS OF THE PREFERENCE SHARES ON A PARI PASSU BASIS AS IF THE A PREFERENCE SHARES AND B PREFERENCES SHARES CONSTITUTED A SINGLE CLASS OF SHARE, IN PRIORITY TO ALL OTHER SHAREHOLDERS, AN AMOUNT EQUAL TO THE SUBSCRIPTION PRICE FOR THEIR PREFERENCE SHARES (OR IN THE EVENT OF THE CONSOLIDATION, SUB-DIVISION AND/OR REDESIGNATION OF THE PREFERENCE SHARES OTHER THAN A CONVERSION AND REDESIGNATION INTO A ORDINARY SHARES IN ACCORDANCE WITH ARTICLE 3.2, THE SUBSCRIPTION PRICE ORIGINALLY PAID FOR EACH PREFERENCE SHARE FROM WHICH THE SHARE ARISING ON SUCH CONSOLIDATION, SUB- DIVISION AND/OR REDESIGNATION DERIVE) PLUS ANY ARREARS OR ACCRUALS OF DIVIDEND (IF ANY) ON THE PREFERENCE SHARES (AS THE CASE MAY BE) DUE OR DECLARED BUT UNPAID DOWN TO THE DATE OF THE RETURN OF ASSETS; AND (II) IN ADDITION, TO ALL SHAREHOLDERS THE AGGREGATE SUM OF £100 WHEREBY EACH SHAREHOLDER IS TO RECEIVE A PAYMENT EQUAL TO THE PRODUCT OF £100 MULTIPLIED BY A FRACTION THE NUMERATOR OF WHICH IS THE NUMBER OF SHARES HELD BY SUCH SHAREHOLDER AND THE DENOMINATOR OF WHICH IS THE TOTAL OUTSTANDING NUMBER OF SHARES ON THE DATE OF SUCH PAYMENT, PROVIDED THAT IF THERE ARE INSUFFICIENT NET PROCEEDS TO PAY THE AMOUNTS REFERRED TO IN PARAGRAPH (A) IN FULL, THE NET PROCEEDS SHALL BE DISTRIBUTED SO FAR AS POSSIBLE ON THE BASIS SET OUT IN THIS ARTICLE 3.1.1, WITH THE AMOUNTS PAYABLE BEING REDUCED PRO RATA IN THE SAME PROPORTIONS; AND (B) THEREAFTER THE BALANCE OF THE NET PROCEEDS, IF ANY, SHALL BE DISTRIBUTED TO EACH OF THE HOLDERS OF THE A ORDINARY SHARES AND B INVESTMENT SHARES (INCLUDING, FOR THE AVOIDANCE OF DOUBT, ANY A ORDINARY SHARES ARISING FROM CONVERSION OF PREFERENCE SHARES UNDER ARTICLE 3.2) IN PROPORTION TO THE NUMBER OF A ORDINARY SHARES AND/OR B INVESTMENT SHARES HELD BY THEM RESPECTIVELY (AS IF THE A ORDINARY SHARES AND B INVESTMENT SHARES CONSTITUTED ONE AND THE SAME CLASS), AND IN ADDITION, TO ALL SHAREHOLDERS THE AGGREGATE SUM OF £.100 WHEREBY EACH SHAREHOLDER IS TO RECEIVE A PAYMENT EQUAL TO THE PRODUCT OF £100 MULTIPLIED BY A FRACTION THE NUMERATOR OF WHICH IS THE NUMBER OF SHARES HELD BY SUCH SHAREHOLDER AND THE DENOMINATOR OF WHICH IS THE TOTAL OUTSTANDING NUMBER OF SHARES ON THE DATE OF SUCH PAYMENT. IN A SALE OR ASSET SALE, THE PROCEEDS NET OF ANY COSTS OF THE SALE WILL BE DISTRIBUTED AS ABOVE, MINUS THE COSTS ASSOCIATED WITH THE SALE OR ASSET SALE. THE SHARES ARE NOT REDEEMABLE.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	19320436
		Total aggregate nominal value:	193204.36

Authorisation

Authenticated

This form was authorised by one of the following:

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