

SH01

Return of allotment of shares



Companies House

You can use the WebFiling service to file this form online.

Please go to www.companieshouse.gov.uk

☒ **What this form is for**
You may use this form to give
notice of shares allotted following
incorporation

☐ **What this form is NOT for**
You cannot use this form to
notice of shares taken by sub
on formation of the company
for an allotment of a new class
shares by an unlimited company



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12/12/2015

#167

COMPANIES HOUSE

1 Company details

Company number 07103079

Company name in full DIGITAL BLURB LIMITED

→ Filling in this form
Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

2 Allotment dates ¹

From Date d 2 d 7 m 1 m 1 y 2 y 0 y 1 y 5
To Date d d m m y y y y

¹ Allotment date

If all shares were allotted on the
same day enter that date in the
'from date' box. If shares were
allotted over a period of time,
complete both 'from date' and 'to
date' boxes

3 Shares allotted

Please give details of the shares allotted, including bonus shares
(Please use a continuation page if necessary)

² Currency

If currency details are not
completed we will assume currency
is in pound sterling

Class of shares (E.g. Ordinary/Preference etc.)	Currency ²	Number of shares allotted	Nominal value of each share	Amount paid (including share premium) on each share	Amount (if any) unpaid (including share premium) on each share
ORDINARY	STERLING	25,210	0.00001	0.00001	
ORDINARY	STERLING	61,130	0.00001	1.3386	
C SHARES	STERLING	9,255,750	0.00001	1.3386	

If the allotted shares are fully or partly paid up otherwise than in cash, please
state the consideration for which the shares were allotted

Continuation page
Please use a continuation page if
necessary

Details of non-cash
consideration

If a PLC, please attach
valuation report (if
appropriate)

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Statement of capital

Section 4 (also Section 5 and Section 6, if appropriate) should reflect the company's issued capital at the date of this return

4 Statement of capital (Share capital in pound sterling (£))

Please complete the table below to show each class of shares held in pound sterling. If all your issued capital is in sterling, only complete Section 4 and then go to Section 7

Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
ORDINARY	£6 75	-	16,630,990	£ 166 3099
A SHARES	£2 68	-	4,476,250	£ 44 7625
B SHARES	£6 75	-	6,818,990	£ 68 1899
C SHARES	£1 3386	-	9,255,750	£ 92 5575
Totals			37,181,950	£ 371 8198

5 Statement of capital (Share capital in other currencies)

Please complete the table below to show any class of shares held in other currencies
Please complete a separate table for each currency

Currency				
Class of shares (E g Ordinary / Preference etc)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

Currency				
Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Totals				

6 Statement of capital (Totals)

Please give the total number of shares and total aggregate nominal value of issued share capital

Total number of shares 37,181,980

Total aggregate nominal value ③ 371 8198

③ Total aggregate nominal value
Please list total aggregate values in
different currencies separately For
example £100 + €100 + \$10 etc

① Including both the nominal value and any
share premium

② E g Number of shares issued multiplied by
nominal value of each share

Continuation Pages
Please use a Statement of Capital continuation
page if necessary

③ Total number of issued shares in this class


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7 Statement of capital (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Section 4 and Section 5		<p>Prescribed particulars of rights attached to shares</p> <p>The particulars are</p> <ul style="list-style-type: none"> a particulars of any voting rights, including rights that arise only in certain circumstances, b particulars of any rights, as respects dividends, to participate in a distribution, c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares. <p>A separate table must be used for each class of share</p> <p>Continuation page Please use a Statement of Capital continuation page if necessary</p>
Class of share	ORDINARY SHARES	
Prescribed particulars 1		
Class of share	A SHARES	
Prescribed particulars 1		
Class of share	B SHARES	
Prescribed particulars 1		

8 Signature

I am signing this form on behalf of the company		<p>Societas Europaea If the form is being filed on behalf of a Societas Europaea (SE) please delete 'director' and insert details of which organ of the SE the person signing has membership</p> <p>Person authorised Under either section 270 or 274 of the Companies Act 2006</p>
Signature	<p>Signature</p> <p>X  X</p> <p>This form may be signed by Director 1, Secretary, Person authorised 1, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager</p>	

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7 Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	C SHARES	
Prescribed particulars	<p>3 4 19 entering into or varying or terminating any transaction with, or for the benefit of any Director or Shareholder or any other person who is a Connected Person of any Director or Shareholder,</p> <p>3 4 20 hiring, or increasing by more than ten per cent (10%) the remuneration of, any Director, CEO, Chief Financial Officer or other officer of the Company with a salary that exceeds £100,000 per year, and</p> <p>3 4 21 in relation to any Director, the authorisation of any matter which would otherwise result in such Director infringing his duty to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company and which may reasonably be regarded as likely to give rise to a conflict of interest (including a conflict of interest and duty or conflict of duties)</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	C SHARES	
Prescribed particulars	<p>3 4 11 taking any action that results in the Company (i) incurring or assuming indebtedness in excess of £25,000, or in excess of an aggregate amount of £100,000 in any period of 12 months, save to the extent such indebtedness was expressly provided for in a budget relating to the Company which was approved by an Investor Majority or (ii) providing a guarantee, pledge or other form of security for any indebtedness,</p> <p>3 4 12 making any fundamental change in the nature of the Company's business as at the Adoption Date,</p> <p>3 4 13 approving or making any material variation to any business plan of the Company or departing from the general strategies, policies or plans laid out in such business plan,</p> <p>3 4 14 approving or making any material variation to any annual budget of the Company,</p> <p>3 4 15 taking any action that results in the creation of a subsidiary,</p> <p>3 4 16 selling other than in the ordinary course of business in any transaction or series of related transactions any asset or assets of the Company which constitutes ten per cent (10%) or more of the then current aggregate fair market value of all of such company's assets ("10% of the Company's Assets"), provided that where the asset or assets to be sold do not constitute 10% of the Company's Assets, such sale shall be at a price of not less than the fair market value of such asset or assets, as such price would be determined in an arm's length transaction in an open market on commercially reasonable terms,</p> <p>3 4 17 making any loan to, or repaying or guaranteeing any obligation owed by or to, the Company's officers, Directors or employees, other than reimbursements for travel, relocation (incurred in good faith in connection with the recruitment of such person), entertainment and other similar expenses in the ordinary course of business and other than the Disclosed Loans,</p> <p>3 4 18 incurring any capital expenditure in respect of the Company on any one item or series of related items in excess of £100,000 in any twelve (12)-month period, other than in the ordinary course of business, save to the extent that any such expenditure was expressly provided for in an annual budget relating to the Company which was approved by an Investor Majority,</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	C SHARES	
Prescribed particulars	<p>3 4 3 the reorganisation, sub-division, consolidation, redesignation or other variation of any Shares or stock in the Company in any way or the variation of any rights, preferences or privileges attaching to any Shares or stock in the Company or any agreement to do any of the foregoing,</p> <p>3 4 4 the declaration or payment of any dividend or other distribution,</p> <p>3 4 5 a Listing, Sale or an Asset Sale,</p> <p>3 4 6 the creation or adoption of any option scheme, plan or other similar arrangement relating to Shares which benefits or may benefit any officers and/or employees and/or consultants of the Company, any alteration to the number of Shares which are subject to any such scheme or plan, or the creation or amendment of the rules of any such scheme or plan,</p> <p>3 4 7 any amendment of or alteration to the Memorandum or Articles (including adoption of new Articles), or passing of any special resolution or passing of any resolution for winding-up of the Company,</p> <p>3 4 8 any change to the number of Directors of the Company or any rights to appoint any such persons, provisions relating to the calling of or proceedings at meetings of the Board or any committee of it, voting, transfer provisions, appointment and removal of Directors, provisions concerning the power of Directors, provisions as to notices or winding up,</p> <p>3 4 9 the liquidation, dissolution or winding up of the Company or any member of the Group, either voluntarily or involuntarily or the filing of any petition for the appointment of an administrator or liquidator or the making of an invitation to any person to appoint an administrative receiver or the entering into of any compromise or arrangement to which the Act or the Insolvency Act 1986 applies,</p> <p>3 4 10 the entry into any agreement providing a Shareholder with registration rights allowing that Shareholder to require the Company to register all or a portion of such Shareholder's holding of Shares with the United States Securities and Exchange Commission pursuant to the United States Securities Act of 1933, as amended, for the purpose of allowing such Shares to be sold to the public in the United States,</p>	

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7 Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	C SHARES
Prescribed particulars	<p>3 2 11 Upon the Conversion Date each holder of Preferred Shares shall deliver to the Company at its registered office the certificates for his Preferred Shares and upon such delivery there shall be issued to him a certificate for the number of Ordinary Shares resulting from the conversion and re-designation of his Preferred Shares</p> <p>3 3 Income</p> <p>All Shares shall rank pari passu in respect of dividends, and dividends shall be paid pro rata according to the number of Shares held by each Shareholder respectively (in the case of Preferred Shares, as though they had been fully converted into Ordinary Shares in accordance with article 3 2)</p> <p>3 4 Reserved matters</p> <p>Any of the matters listed below (the "Reserved Matters") shall require the prior written consent of an Investor Majority The expression 'the Company' or any matter or item relating to the Company in the Reserved Matters shall include any subsidiary of the Company from time to time or any matter or item relating to such a subsidiary, respectively, to the intent and effect that each of the provisions of this article 3 4 shall apply in relation to each subsidiary as they apply in relation to the Company The Reserved Matters are as follows</p> <p>3 4 1 the creation, allotment, issue, redemption, reduction, purchase or re-purchase, or the exercise by the Company of a contractual right of first refusal in respect of Shares (other than in accordance with the terms of a contract or employee share option plan which has previously been approved by the Investor Majority) of any Shares, securities or stock (including convertible securities),</p> <p>3 4 2 the grant (or agreement to grant) to any person of any option (other than grants of options over Shares pursuant to an employee share option plan the terms of which have been approved by an Investor Majority, provided that any such grant does not cause any limit agreed with an Investor Majority on the number of Shares allocated to such plan to be exceeded), warrant or right to call for the issue of any Shares, securities or stock (including convertible securities),</p>

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	C SHARES	
Prescribed particulars	<p>3 2 7 The Ordinary Shares arising on such conversion and redesignation shall rank pari passu with the Ordinary Shares then in issue and fully paid up and shall entitle the holders of the Ordinary Shares to all dividends and other distributions declared, made or paid on the Ordinary Shares by reference to any record date occurring after the Conversion Date</p> <p>3 2 8 If the Ordinary Shares or the Preferred Shares are consolidated or sub-divided, then the number of Ordinary Shares into which Preferred Shares are to be converted and redesignated shall be reduced or increased accordingly and if any doubt arises as to the number of them the certificate of the opinion of the Expert shall be conclusive and binding save in the case of manifest error</p> <p>3 2 9 If the Company shall make any capital distribution to the holders of Ordinary Shares (but not to the holders of Preferred Shares), then the Conversion Rate shall be adjusted accordingly by such amount determined to be appropriate by the Expert, whose certificate shall be conclusive and binding save in the case of manifest error For the purposes of this article 3 2 9 "capital distribution" means</p> <p>(a) any distribution of capital profits (whether realised or not) or capital reserves, except by means of a capitalisation issue made in the form of fully paid Ordinary Shares in relation to which an adjustment pursuant to article 3 2 10 is made, or</p> <p>(b) a repayment of capital or purchase of the Company's own Ordinary Shares (other than a redemption or purchase of redeemable shares in accordance with the terms of issue of such shares)</p> <p>3 2 10 If there is an allotment of Ordinary Shares (which shall only be allotted fully paid), whether pursuant to a capitalisation of profits or reserves (including share premium account and capital redemption reserve) to holders of Ordinary Shares while any Preferred Shares remain capable of being converted into Ordinary Shares, then the number of Ordinary Shares to be issued on conversion of Preferred Shares after that allotment shall be increased by a corresponding adjustment of the Conversion Rate to reflect the percentage increase in the Ordinary Shares in issue</p>	

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Class of share	C SHARES	
Prescribed particulars	<p>article 3 1 1 as if the same constituted a liquidation of the Company, and as if such proceeds constituted the Net Proceeds of such liquidation</p> <p>3 2 Conversion</p> <p>3 2 1 Immediately on the request in writing, at any time, by a Preferred Shareholder, such number of his Preferred Shares as such Preferred Shareholder shall specify shall on the date of such request automatically be converted into and redesignated as Ordinary Shares at the rate of one Ordinary Share for every Preferred Share ("Conversion Rate", subject to adjustment in accordance with article 3 2 10)</p> <p>3 2 2 Immediately on the request in writing, at any time, by an A/B Majority, all of the A Shares and B Shares then in issue shall, regardless of whether they are held by the A/B Majority or any other Series A Shareholder or Series B Shareholder not being one of the A/B Majority, on the date of such request automatically be converted into and redesignated as Ordinary Shares at the Conversion Rate</p> <p>3 2 3 Immediately on the request in writing, at any time, by a Series C Majority, all of the C Shares then in issue shall, regardless of whether they are held by the Series C Majority or any other Series C Shareholder not being one of the Series C Majority, on the date of such request automatically be converted into and redesignated as Ordinary Shares at the Conversion Rate</p> <p>3 2 4 All of the Preferred Shares shall automatically convert into Ordinary Shares at the Conversion Rate immediately upon the occurrence of a Qualifying Listing</p> <p>3 2 5 In respect of articles 3 2 2 to 3 2 4 (inclusive), any anti-dilution Shares that are deemed to convert at the same time, shall only be converted at the same time as the rest of the relevant share class</p> <p>3 2 6 The "Conversion Date" for the purposes of this article 3 2 means, depending upon whether conversion is to take place pursuant to articles 3 2 1 or 3 2 2, the date upon which the Preferred Shares are to be converted into Ordinary Shares as specified in the applicable article</p>	

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Class of share	C SHARES	
Prescribed particulars	<p>Shares, and the amounts paid in accordance with this article 3 1 1 (b)(iii)(2) is equal to the next lowest Priority Amount thereafter and the balance of the Net Proceeds shall be distributed in accordance with article 3 1 1(b)(iii)(3),</p> <p>(3) the remaining Net Proceeds shall be distributed to the holders of Ordinary Shares in respect of which the lowest Priority Amount and the next lowest Priority Amount is payable, such payment to be shared in proportion to the number of such Ordinary Shares held by them respectively, until such time as the aggregate of the Priority Amount in respect of such Ordinary Shares, and the amounts paid in accordance with articles 3 1 1(b)(iii)(2) and this article 3 1 1(b)(iii)</p> <p>(3) is equal to the next lowest Priority Amount thereafter and so on until the holders of Ordinary Shares (other than in respect of the Highest PA Shares) have received aggregate amounts equal to the Priority Amount payable in respect of the Highest PA Shares,</p> <p>(4) the holders of the Highest PA Shares shall not be entitled to receive any payment under this article 3 1 1(b)(iii) other than the Priority Amount in respect of those Highest PA Shares pursuant to article 3 1 1(b)(iii)(1),</p> <p>and provided that if there are insufficient Net Proceeds to pay all amounts due under any of the provision of article 3 1 1(b)(i) or 3 1 1 (b)(iii) to all holders of Ordinary Shares in full, the available Net Proceeds shall be distributed to the holders of Ordinary Shares entitled to those Net Proceeds under the relevant provision of article 3 1 1(b) or 3 1 1(b)(iii) in proportion to the Subscription Price of the Ordinary Shares held by them (or, in the case of article 3 1 1(b)(i) (2), in proportion to the amount of arrears or accruals of dividend due to them)</p> <p>3 1 2 in the event of a Sale, the proceeds of such sale (net of any costs associated with such Sale) shall be distributed between the Shareholders in the manner set out in article 3 1 1 as if the same constituted a liquidation of the Company, and as if such proceeds constituted the Net Proceeds of such liquidation, and</p> <p>3 1 3 on an Asset Sale the Company shall (insofar as it is lawfully able) as soon as practicable distribute (whether by means of dividend or otherwise) to the Shareholders the proceeds of such Asset Sale (after payment of the Company's liabilities, including any costs associated with such Asset Sale) and those proceeds shall be distributed between the Shareholders in the manner set out in</p>	

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Class of share	C SHARES	
Prescribed particulars	<p>Preferred Shares held by them and arrears or accruals of dividend due to them respectively,</p> <p>(b) second</p> <p>(i) if the balance of the Net Proceeds is less than the Aggregate Priority Amount, to the holders of the Ordinary Shares (including, for the avoidance of doubt, any Ordinary Shares arising from conversion of Preferred Shares under article 3 2)</p> <p>(1) an amount equal to the Subscription Price for their Ordinary Shares (or in the event of the sub-division and/or redesignation of the Ordinary Shares, the Subscription Price originally paid for each Ordinary Share from which the Shares arising on such sub-division and/or redesignation derive), such payment to be shared pro rata in accordance with the amount subscribed or deemed subscribed (including premium) for such Ordinary Shares, and</p> <p>(2) then an amount equal to any declared but unpaid dividends, such payment to be shared in proportion to the number of Ordinary Shares held by them respectively,</p> <p>(ii) if the balance of the Net Proceeds is equal to or more than the Equalisation Amount, to the holders of Ordinary Shares (including, for the avoidance of doubt, any Ordinary Shares arising from conversion of Preferred Shares under article 3 2), an amount equal to the balance of the Net Proceeds, such payment to be shared in proportion to the number of Ordinary Shares held by them respectively,</p> <p>(iii) if the balance of the Net Proceeds is more than the Aggregate Priority Amount but less than the Equalisation Amount, such balance of Net Proceeds shall be distributed to the holders of Ordinary Shares (including, for the avoidance of doubt, any Ordinary Shares arising from conversion of Preferred Shares under article 3 2) as follows</p> <p>(1) an amount equal to the Priority Amount in respect of his Ordinary Shares and the balance of the Net Proceeds shall be distributed in accordance with article 3 1 1(b)(iii)(2),</p> <p>(2) the remaining Net Proceeds shall be distributed to the holders of Ordinary Shares in respect of which the lowest Priority Amount is payable, such payment to be shared in proportion to the number of such Ordinary Shares held by them respectively, until such time as the aggregate of the Priority Amount in respect of such Ordinary</p>	

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Class of share	C SHARES
Prescribed particulars	<p>DEFINITIONS</p> <p>Ordinary Shares - the ordinary shares of £0 00001 each in the share capital of the Company in issue from time to time,</p> <p>Preferred Shares - A Shares and/or B Shares and/or C Shares, as the case may require,</p> <p>A Shares - all the A Shares of £0 00001 each in the share capital of the Company in issue from time to time and a holder of A Shares shall be referred to as an "A Shareholder",</p> <p>B Shares - all the B Shares of £0 00001 each in the share capital of the Company in issue from time to time and a holder of B Shares shall be referred to as a "B Shareholder",</p> <p>C Shares - all the C Shares of £0 00001 each in the share capital of the Company in issue from time to time and a holder of C Shares shall be referred to as a "C Shareholder"</p> <p>3 RIGHTS ATTACHING TO THE SHARES</p> <p>3 1 Capital</p> <p>The Preferred Shares and Ordinary Shares shall be entitled to the following capital rights</p> <p>3 1 1 on a return of assets on a liquidation, reduction of capital, or otherwise the assets of the Company remaining after payment of its liabilities ("Net Proceeds") shall be distributed as follows</p> <p>(a) first, to the holders of the Preferred Shares, in priority to all other Shareholders, an amount equal to the Subscription Price for their Preferred Shares (or in the event of the sub-division and/or redesignation of the Preferred Shares, the Subscription Price originally paid for each Preferred Share from which the Shares arising on such sub-division and/or redesignation derive) plus any arrears or accruals of dividend (if any) on the Preferred Shares (as the case may be) due or declared but unpaid down to the date of the return of assets, such payment to be shared pro rata to the Subscription Price of the Preferred Shares plus any arrears or accruals of dividend due on such Preferred Shares held by them respectively and provided that if there are insufficient Net Proceeds to pay such amounts to all holders of Preferred Shares in full, the available Net Proceeds shall be distributed to the holders of Preferred Shares in proportion to the Subscription Price of the</p>

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7 Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	A SHARES	
Prescribed particulars	<p>3 4 19 entering into or varying or terminating any transaction with, or for the benefit of any Director or Shareholder or any other person who is a Connected Person of any Director or Shareholder,</p> <p>3 4 20 hiring, or increasing by more than ten per cent (10%) the remuneration of, any Director, CEO, Chief Financial Officer or other officer of the Company with a salary that exceeds £100,000 per year; and</p> <p>3 4 21 in relation to any Director, the authorisation of any matter which would otherwise result in such Director infringing his duty to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company and which may reasonably be regarded as likely to give rise to a conflict of interest (including a conflict of interest and duty or conflict of duties)</p>	

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Class of share	A SHARES	
Prescribed particulars	<p>3 4 11 taking any action that results in the Company (i) incurring or assuming indebtedness in excess of £25,000, or in excess of an aggregate amount of £100,000 in any period of 12 months, save to the extent such indebtedness was expressly provided for in a budget relating to the Company which was approved by an Investor Majority or (ii) providing a guarantee, pledge or other form of security for any indebtedness,</p> <p>3 4 12 making any fundamental change in the nature of the Company's business as at the Adoption Date,</p> <p>3 4 13 approving or making any material variation to any business plan of the Company or departing from the general strategies, policies or plans laid out in such business plan,</p> <p>3 4 14 approving or making any material variation to any annual budget of the Company,</p> <p>3 4 15 taking any action that results in the creation of a subsidiary,</p> <p>3 4 16 selling other than in the ordinary course of business in any transaction or series of related transactions any asset or assets of the Company which constitutes ten per cent (10%) or more of the then current aggregate fair market value of all of such company's assets ("10% of the Company's Assets"), provided that where the asset or assets to be sold do not constitute 10% of the Company's Assets, such sale shall be at a price of not less than the fair market value of such asset or assets, as such price would be determined in an arm's length transaction in an open market on commercially reasonable terms,</p> <p>3 4 17 making any loan to, or repaying or guaranteeing any obligation owed by or to, the Company's officers, Directors or employees, other than reimbursements for travel, relocation (incurred in good faith in connection with the recruitment of such person), entertainment and other similar expenses in the ordinary course of business and other than the Disclosed Loans,</p> <p>3 4 18 incurring any capital expenditure in respect of the Company on any one item or series of related items in excess of £100,000 in any twelve (12)-month period, other than in the ordinary course of business, save to the extent that any such expenditure was expressly provided for in an annual budget relating to the Company which was approved by an Investor Majority,</p>	

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Class of share	A SHARES	
Prescribed particulars	<p>3 4 3 the reorganisation, sub-division, consolidation, redesignation or other variation of any Shares or stock in the Company in any way or the variation of any rights, preferences or privileges attaching to any Shares or stock in the Company or any agreement to do any of the foregoing,</p> <p>3 4 4 the declaration or payment of any dividend or other distribution,</p> <p>3 4 5 a Listing, Sale or an Asset Sale,</p> <p>3 4 6 the creation or adoption of any option scheme, plan or other similar arrangement relating to Shares which benefits or may benefit any officers and/or employees and/or consultants of the Company, any alteration to the number of Shares which are subject to any such scheme or plan, or the creation or amendment of the rules of any such scheme or plan,</p> <p>3 4 7 any amendment of or alteration to the Memorandum or Articles (including adoption of new Articles), or passing of any special resolution or passing of any resolution for winding-up of the Company,</p> <p>3 4 8 any change to the number of Directors of the Company or any rights to appoint any such persons, provisions relating to the calling of or proceedings at meetings of the Board or any committee of it, voting, transfer provisions, appointment and removal of Directors, provisions concerning the power of Directors, provisions as to notices or winding up,</p> <p>3 4 9 the liquidation, dissolution or winding up of the Company or any member of the Group, either voluntarily or involuntarily or the filing of any petition for the appointment of an administrator or liquidator or the making of an invitation to any person to appoint an administrative receiver or the entering into of any compromise or arrangement to which the Act or the Insolvency Act 1986 applies,</p> <p>3 4 10 the entry into any agreement providing a Shareholder with registration rights allowing that Shareholder to require the Company to register all or a portion of such Shareholder's holding of Shares with the United States Securities and Exchange Commission pursuant to the United States Securities Act of 1933, as amended, for the purpose of allowing such Shares to be sold to the public in the United States,</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	A SHARES	
Prescribed particulars	<p>3 2 11 Upon the Conversion Date each holder of Preferred Shares shall deliver to the Company at its registered office the certificates for his Preferred Shares and upon such delivery there shall be issued to him a certificate for the number of Ordinary Shares resulting from the conversion and re-designation of his Preferred Shares</p> <p>3 3 Income</p> <p>All Shares shall rank <i>pari passu</i> in respect of dividends, and dividends shall be paid <i>pro rata</i> according to the number of Shares held by each Shareholder respectively (in the case of Preferred Shares, as though they had been fully converted into Ordinary Shares in accordance with article 3 2)</p> <p>3 4 Reserved matters</p> <p>Any of the matters listed below (the "Reserved Matters") shall require the prior written consent of an Investor Majority The expression 'the Company' or any matter or item relating to the Company in the Reserved Matters shall include any subsidiary of the Company from time to time or any matter or item relating to such a subsidiary, respectively, to the intent and effect that each of the provisions of this article 3 4 shall apply in relation to each subsidiary as they apply in relation to the Company</p> <p>The Reserved Matters are as follows</p> <p>3 4 1 the creation, allotment, issue, redemption, reduction, purchase or re-purchase, or the exercise by the Company of a contractual right of first refusal in respect of Shares (other than in accordance with the terms of a contract or employee share option plan which has previously been approved by the Investor Majority) of any Shares, securities or stock (including convertible securities),</p> <p>3 4 2 the grant (or agreement to grant) to any person of any option (other than grants of options over Shares pursuant to an employee share option plan the terms of which have been approved by an Investor Majority, provided that any such grant does not cause any limit agreed with an Investor Majority on the number of Shares allocated to such plan to be exceeded), warrant or right to call for the issue of any Shares, securities or stock (including convertible securities),</p>	

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Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	B SHARES	
Prescribed particulars	<p>3 2 7 The Ordinary Shares arising on such conversion and redesignation shall rank pari passu with the Ordinary Shares then in issue and fully paid up and shall entitle the holders of the Ordinary Shares to all dividends and other distributions declared, made or paid on the Ordinary Shares by reference to any record date occurring after the Conversion Date</p> <p>3 2 8 If the Ordinary Shares or the Preferred Shares are consolidated or sub-divided, then the number of Ordinary Shares into which Preferred Shares are to be converted and redesignated shall be reduced or increased accordingly and if any doubt arises as to the number of them the certificate of the opinion of the Expert shall be conclusive and binding save in the case of manifest error</p> <p>3 2 9 If the Company shall make any capital distribution to the holders of Ordinary Shares (but not to the holders of Preferred Shares), then the Conversion Rate shall be adjusted accordingly by such amount determined to be appropriate by the Expert, whose certificate shall be conclusive and binding save in the case of manifest error For the purposes of this article 3 2 9 "capital distribution" means</p> <p>(a) any distribution of capital profits (whether realised or not) or capital reserves, except by means of a capitalisation issue made in the form of fully paid Ordinary Shares in relation to which an adjustment pursuant to article 3 2 10 is made, or</p> <p>(b) a repayment of capital or purchase of the Company's own Ordinary Shares (other than a redemption or purchase of redeemable shares in accordance with the terms of issue of such shares)</p> <p>3 2 10 If there is an allotment of Ordinary Shares (which shall only be allotted fully paid), whether pursuant to a capitalisation of profits or reserves (including share premium account and capital redemption reserve) to holders of Ordinary Shares while any Preferred Shares remain capable of being converted into Ordinary Shares, then the number of Ordinary Shares to be issued on conversion of Preferred Shares after that allotment shall be increased by a corresponding adjustment of the Conversion Rate to reflect the percentage increase in the Ordinary Shares in issue</p>	

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Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	B SHARES	
Prescribed particulars	<p>article 3 1 1 as if the same constituted a liquidation of the Company, and as if such proceeds constituted the Net Proceeds of such liquidation</p> <p>3 2 Conversion</p> <p>3 2 1 Immediately on the request in writing, at any time, by a Preferred Shareholder, such number of his Preferred Shares as such Preferred Shareholder shall specify shall on the date of such request automatically be converted into and redesignated as Ordinary Shares at the rate of one Ordinary Share for every Preferred Share ("Conversion Rate", subject to adjustment in accordance with article 3 2 10)</p> <p>3 2 2 Immediately on the request in writing, at any time, by an A/B Majority, all of the A Shares and B Shares then in issue shall, regardless of whether they are held by the A/B Majority or any other Series A Shareholder or Series B Shareholder not being one of the A/B Majority, on the date of such request automatically be converted into and redesignated as Ordinary Shares at the Conversion Rate</p> <p>3 2 3 Immediately on the request in writing, at any time, by a Series C Majority, all of the C Shares then in issue shall, regardless of whether they are held by the Series C Majority or any other Series C Shareholder not being one of the Series C Majority, on the date of such request automatically be converted into and redesignated as Ordinary Shares at the Conversion Rate</p> <p>3 2 4 All of the Preferred Shares shall automatically convert into Ordinary Shares at the Conversion Rate immediately upon the occurrence of a Qualifying Listing</p> <p>3 2 5 In respect of articles 3 2 2 to 3 2 4 (inclusive), any anti-dilution Shares that are deemed to convert at the same time, shall only be converted at the same time as the rest of the relevant share class</p> <p>3 2 6 The "Conversion Date" for the purposes of this article 3 2 means, depending upon whether conversion is to take place pursuant to articles 3 2 1 or 3 2 2, the date upon which the Preferred Shares are to be converted into Ordinary Shares as specified in the applicable article</p>	

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Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	B SHARES	
Prescribed particulars	<p>Shares, and the amounts paid in accordance with this article 3 1 1 (b)(iii)(2) is equal to the next lowest Priority Amount thereafter and the balance of the Net Proceeds shall be distributed in accordance with article 3 1 1(b)(iii)(3),</p> <p>(3) the remaining Net Proceeds shall be distributed to the holders of Ordinary Shares in respect of which the lowest Priority Amount and the next lowest Priority Amount is payable, such payment to be shared in proportion to the number of such Ordinary Shares held by them respectively, until such time as the aggregate of the Priority Amount in respect of such Ordinary Shares, and the amounts paid in accordance with articles 3 1 1(b)(iii)(2) and this article 3 1 1(b)(iii)</p> <p>(3) is equal to the next lowest Priority Amount thereafter and so on until the holders of Ordinary Shares (other than in respect of the Highest PA Shares) have received aggregate amounts equal to the Priority Amount payable in respect of the Highest PA Shares,</p> <p>(4) the holders of the Highest PA Shares shall not be entitled to receive any payment under this article 3 1 1(b)(iii) other than the Priority Amount in respect of those Highest PA Shares pursuant to article 3 1 1(b)(iii)(1),</p> <p>and provided that if there are insufficient Net Proceeds to pay all amounts due under any of the provision of article 3 1 1(b)(i) or 3 1 1 (b)(iii) to all holders of Ordinary Shares in full, the available Net Proceeds shall be distributed to the holders of Ordinary Shares entitled to those Net Proceeds under the relevant provision of article 3 1 1(b) or 3 1 1(b)(iii) in proportion to the Subscription Price of the Ordinary Shares held by them (or, in the case of article 3 1 1(b)(i) (2), in proportion to the amount of arrears or accruals of dividend due to them)</p> <p>3 1 2 in the event of a Sale, the proceeds of such sale (net of any costs associated with such Sale) shall be distributed between the Shareholders in the manner set out in article 3 1 1 as if the same constituted a liquidation of the Company, and as if such proceeds constituted the Net Proceeds of such liquidation, and</p> <p>3 1 3 on an Asset Sale the Company shall (insofar as it is lawfully able) as soon as practicable distribute (whether by means of dividend or otherwise) to the Shareholders the proceeds of such Asset Sale (after payment of the Company's liabilities, including any costs associated with such Asset Sale) and those proceeds shall be distributed between the Shareholders in the manner set out in</p>	

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Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	B SHARES	
Prescribed particulars	<p>Preferred Shares held by them and arrears or accruals of dividend due to them respectively,</p> <p>(b) second</p> <p>(i) if the balance of the Net Proceeds is less than the Aggregate Priority Amount, to the holders of the Ordinary Shares (including, for the avoidance of doubt, any Ordinary Shares arising from conversion of Preferred Shares under article 3 2)</p> <p>(1) an amount equal to the Subscription Price for their Ordinary Shares (or in the event of the sub-division and/or redesignation of the Ordinary Shares, the Subscription Price originally paid for each Ordinary Share from which the Shares arising on such sub-division and/or redesignation derive), such payment to be shared pro rata in accordance with the amount subscribed or deemed subscribed (including premium) for such Ordinary Shares, and</p> <p>(2) then an amount equal to any declared but unpaid dividends, such payment to be shared in proportion to the number of Ordinary Shares held by them respectively,</p> <p>(ii) if the balance of the Net Proceeds is equal to or more than the Equalisation Amount, to the holders of Ordinary Shares (including, for the avoidance of doubt, any Ordinary Shares arising from conversion of Preferred Shares under article 3 2), an amount equal to the balance of the Net Proceeds, such payment to be shared in proportion to the number of Ordinary Shares held by them respectively,</p> <p>(iii) if the balance of the Net Proceeds is more than the Aggregate Priority Amount but less than the Equalisation Amount, such balance of Net Proceeds shall be distributed to the holders of Ordinary Shares (including, for the avoidance of doubt, any Ordinary Shares arising from conversion of Preferred Shares under article 3 2) as follows</p> <p>(1) an amount equal to the Priority Amount in respect of his Ordinary Shares and the balance of the Net Proceeds shall be distributed in accordance with article 3 1 1(b)(iii)(2),</p> <p>(2) the remaining Net Proceeds shall be distributed to the holders of Ordinary Shares in respect of which the lowest Priority Amount is payable, such payment to be shared in proportion to the number of such Ordinary Shares held by them respectively, until such time as the aggregate of the Priority Amount in respect of such Ordinary</p>	

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Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	B SHARES	
Prescribed particulars	DEFINITIONS	
	<p>Ordinary Shares - the ordinary shares of £0 00001 each in the share capital of the Company in issue from time to time,</p>	
	<p>Preferred Shares - A Shares and/or B Shares and/or C Shares, as the case may require,</p>	
	<p>A Shares - all the A Shares of £0 00001 each in the share capital of the Company in issue from time to time and a holder of A Shares shall be referred to as an "A Shareholder",</p>	
	<p>B Shares - all the B Shares of £0 00001 each in the share capital of the Company in issue from time to time and a holder of B Shares shall be referred to as a "B Shareholder",</p>	
	<p>C Shares - all the C Shares of £0 00001 each in the share capital of the Company in issue from time to time and a holder of C Shares shall be referred to as a "C Shareholder"</p>	
	3 RIGHTS ATTACHING TO THE SHARES	
	3 1 Capital	
	<p>The Preferred Shares and Ordinary Shares shall be entitled to the following capital rights</p>	
	<p>3 1 1 on a return of assets on a liquidation, reduction of capital, or otherwise the assets of the Company remaining after payment of its liabilities ("Net Proceeds") shall be distributed as follows</p>	
	<p>(a) first, to the holders of the Preferred Shares, in priority to all other Shareholders, an amount equal to the Subscription Price for their Preferred Shares (or in the event of the sub-division and/or redesignation of the Preferred Shares, the Subscription Price originally paid for each Preferred Share from which the Shares arising on such sub-division and/or redesignation derive) plus any arrears or accruals of dividend (if any) on the Preferred Shares (as the case may be) due or declared but unpaid down to the date of the return of assets, such payment to be shared pro rata to the Subscription Price of the Preferred Shares plus any arrears or accruals of dividend due on such Preferred Shares held by them respectively and provided that if there are insufficient Net Proceeds to pay such amounts to all holders of Preferred Shares in full, the available Net Proceeds shall be distributed to the holders of Preferred Shares in proportion to the Subscription Price of the</p>	

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Return of allotment of shares

7 Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	A SHARES	
Prescribed particulars	<p>3 4 19 entering into or varying or terminating any transaction with, or for the benefit of any Director or Shareholder or any other person who is a Connected Person of any Director or Shareholder,</p> <p>3 4 20 hiring, or increasing by more than ten per cent (10%) the remuneration of, any Director, CEO, Chief Financial Officer or other officer of the Company with a salary that exceeds £100,000 per year, and</p> <p>3 4 21 in relation to any Director, the authorisation of any matter which would otherwise result in such Director infringing his duty to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company and which may reasonably be regarded as likely to give rise to a conflict of interest (including a conflict of interest and duty or conflict of duties)</p>	

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Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	A SHARES	
Prescribed particulars	<p>3 4 11 taking any action that results in the Company (i) incurring or assuming indebtedness in excess of £25,000, or in excess of an aggregate amount of £100,000 in any period of 12 months, save to the extent such indebtedness was expressly provided for in a budget relating to the Company which was approved by an Investor Majority or (ii) providing a guarantee, pledge or other form of security for any indebtedness,</p> <p>3 4 12 making any fundamental change in the nature of the Company's business as at the Adoption Date,</p> <p>3 4 13 approving or making any material variation to any business plan of the Company or departing from the general strategies, policies or plans laid out in such business plan,</p> <p>3 4 14 approving or making any material variation to any annual budget of the Company,</p> <p>3 4 15 taking any action that results in the creation of a subsidiary,</p> <p>3 4 16 selling other than in the ordinary course of business in any transaction or series of related transactions any asset or assets of the Company which constitutes ten per cent (10%) or more of the then current aggregate fair market value of all of such company's assets ("10% of the Company's Assets"), provided that where the asset or assets to be sold do not constitute 10% of the Company's Assets, such sale shall be at a price of not less than the fair market value of such asset or assets, as such price would be determined in an arm's length transaction in an open market on commercially reasonable terms,</p> <p>3 4 17 making any loan to, or repaying or guaranteeing any obligation owed by or to, the Company's officers, Directors or employees, other than reimbursements for travel, relocation (incurred in good faith in connection with the recruitment of such person), entertainment and other similar expenses in the ordinary course of business and other than the Disclosed Loans,</p> <p>3 4 18 incurring any capital expenditure in respect of the Company on any one item or series of related items in excess of £100,000 in any twelve (12)-month period, other than in the ordinary course of business, save to the extent that any such expenditure was expressly provided for in an annual budget relating to the Company which was approved by an Investor Majority,</p>	

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Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	A SHARES	
Prescribed particulars	<p>3 4 3 the reorganisation, sub-division, consolidation, redesignation or other variation of any Shares or stock in the Company in any way or the variation of any rights, preferences or privileges attaching to any Shares or stock in the Company or any agreement to do any of the foregoing,</p> <p>3 4 4 the declaration or payment of any dividend or other distribution,</p> <p>3 4 5 a Listing, Sale or an Asset Sale,</p> <p>3 4 6 the creation or adoption of any option scheme, plan or other similar arrangement relating to Shares which benefits or may benefit any officers and/or employees and/or consultants of the Company, any alteration to the number of Shares which are subject to any such scheme or plan, or the creation or amendment of the rules of any such scheme or plan,</p> <p>3 4 7 any amendment of or alteration to the Memorandum or Articles (including adoption of new Articles), or passing of any special resolution or passing of any resolution for winding-up of the Company,</p> <p>3 4 8 any change to the number of Directors of the Company or any rights to appoint any such persons, provisions relating to the calling of or proceedings at meetings of the Board or any committee of it, voting, transfer provisions, appointment and removal of Directors, provisions concerning the power of Directors, provisions as to notices or winding up,</p> <p>3 4 9 the liquidation, dissolution or winding up of the Company or any member of the Group, either voluntarily or involuntarily or the filing of any petition for the appointment of an administrator or liquidator or the making of an invitation to any person to appoint an administrative receiver or the entering into of any compromise or arrangement to which the Act or the Insolvency Act 1986 applies,</p> <p>3 4 10 the entry into any agreement providing a Shareholder with registration rights allowing that Shareholder to require the Company to register all or a portion of such Shareholder's holding of Shares with the United States Securities and Exchange Commission pursuant to the United States Securities Act of 1933, as amended, for the purpose of allowing such Shares to be sold to the public in the United States,</p>	

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Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	A SHARES	
Prescribed particulars	<p>3 2 11 Upon the Conversion Date each holder of Preferred Shares shall deliver to the Company at its registered office the certificates for his Preferred Shares and upon such delivery there shall be issued to him a certificate for the number of Ordinary Shares resulting from the conversion and re-designation of his Preferred Shares</p> <p>3 3 Income</p> <p>All Shares shall rank par passu in respect of dividends, and dividends shall be paid pro rata according to the number of Shares held by each Shareholder respectively (in the case of Preferred Shares, as though they had been fully converted into Ordinary Shares in accordance with article 3 2)</p> <p>3 4 Reserved matters</p> <p>Any of the matters listed below (the "Reserved Matters") shall require the prior written consent of an Investor Majority The expression 'the Company' or any matter or item relating to the Company in the Reserved Matters shall include any subsidiary of the Company from time to time or any matter or item relating to such a subsidiary, respectively, to the intent and effect that each of the provisions of this article 3 4 shall apply in relation to each subsidiary as they apply in relation to the Company The Reserved Matters are as follows</p> <p>3 4 1 the creation, allotment, issue, redemption, reduction, purchase or re-purchase, or the exercise by the Company of a contractual right of first refusal in respect of Shares (other than in accordance with the terms of a contract or employee share option plan which has previously been approved by the Investor Majority) of any Shares, securities or stock (including convertible securities),</p> <p>3 4 2 the grant (or agreement to grant) to any person of any option (other than grants of options over Shares pursuant to an employee share option plan the terms of which have been approved by an Investor Majority, provided that any such grant does not cause any limit agreed with an Investor Majority on the number of Shares allocated to such plan to be exceeded), warrant or right to call for the issue of any Shares, securities or stock (including convertible securities),</p>	

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Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	A SHARES	
Prescribed particulars	<p>3 2 7 The Ordinary Shares arising on such conversion and redesignation shall rank <i>pari passu</i> with the Ordinary Shares then in issue and fully paid up and shall entitle the holders of the Ordinary Shares to all dividends and other distributions declared, made or paid on the Ordinary Shares by reference to any record date occurring after the Conversion Date</p> <p>3 2 8 If the Ordinary Shares or the Preferred Shares are consolidated or sub-divided, then the number of Ordinary Shares into which Preferred Shares are to be converted and redesignated shall be reduced or increased accordingly and if any doubt arises as to the number of them the certificate of the opinion of the Expert shall be conclusive and binding save in the case of manifest error</p> <p>3 2 9 If the Company shall make any capital distribution to the holders of Ordinary Shares (but not to the holders of Preferred Shares), then the Conversion Rate shall be adjusted accordingly by such amount determined to be appropriate by the Expert, whose certificate shall be conclusive and binding save in the case of manifest error For the purposes of this article 3 2 9 "capital distribution" means</p> <p>(a) any distribution of capital profits (whether realised or not) or capital reserves, except by means of a capitalisation issue made in the form of fully paid Ordinary Shares in relation to which an adjustment pursuant to article 3 2 10 is made, or</p> <p>(b) a repayment of capital or purchase of the Company's own Ordinary Shares (other than a redemption or purchase of redeemable shares in accordance with the terms of issue of such shares)</p> <p>3 2 10 If there is an allotment of Ordinary Shares (which shall only be allotted fully paid), whether pursuant to a capitalisation of profits or reserves (including share premium account and capital redemption reserve) to holders of Ordinary Shares while any Preferred Shares remain capable of being converted into Ordinary Shares, then the number of Ordinary Shares to be issued on conversion of Preferred Shares after that allotment shall be increased by a corresponding adjustment of the Conversion Rate to reflect the percentage increase in the Ordinary Shares in issue</p>	

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	A SHARES	
Prescribed particulars	<p>article 3 1 1 as if the same constituted a liquidation of the Company, and as if such proceeds constituted the Net Proceeds of such liquidation</p> <p>3 2 Conversion</p> <p>3 2 1 Immediately on the request in writing, at any time, by a Preferred Shareholder, such number of his Preferred Shares as such Preferred Shareholder shall specify shall on the date of such request automatically be converted into and redesignated as Ordinary Shares at the rate of one Ordinary Share for every Preferred Share ("Conversion Rate", subject to adjustment in accordance with article 3 2 10)</p> <p>3 2 2 Immediately on the request in writing, at any time, by an A/B Majority, all of the A Shares and B Shares then in issue shall, regardless of whether they are held by the A/B Majority or any other Series A Shareholder or Series B Shareholder not being one of the A/B Majority, on the date of such request automatically be converted into and redesignated as Ordinary Shares at the Conversion Rate</p> <p>3 2 3 Immediately on the request in writing, at any time, by a Series C Majority, all of the C Shares then in issue shall, regardless of whether they are held by the Series C Majority or any other Series C Shareholder not being one of the Series C Majority, on the date of such request automatically be converted into and redesignated as Ordinary Shares at the Conversion Rate</p> <p>3 2 4 All of the Preferred Shares shall automatically convert into Ordinary Shares at the Conversion Rate immediately upon the occurrence of a Qualifying Listing</p> <p>3 2 5 In respect of articles 3 2 2 to 3 2 4 (inclusive), any anti-dilution Shares that are deemed to convert at the same time, shall only be converted at the same time as the rest of the relevant share class</p> <p>3 2 6 The "Conversion Date" for the purposes of this article 3 2 means, depending upon whether conversion is to take place pursuant to articles 3 2 1 or 3 2 2, the date upon which the Preferred Shares are to be converted into Ordinary Shares as specified in the applicable article</p>	

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Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	A SHARES	
Prescribed particulars	<p>Shares, and the amounts paid in accordance with this article 3 1 1 (b)(iii)(2) is equal to the next lowest Priority Amount thereafter and the balance of the Net Proceeds shall be distributed in accordance with article 3 1 1(b)(iii)(3),</p> <p>(3) the remaining Net Proceeds shall be distributed to the holders of Ordinary Shares in respect of which the lowest Priority Amount and the next lowest Priority Amount is payable, such payment to be shared in proportion to the number of such Ordinary Shares held by them respectively, until such time as the aggregate of the Priority Amount in respect of such Ordinary Shares, and the amounts paid in accordance with articles 3 1 1(b)(iii)(2) and this article 3 1 1(b)(iii)</p> <p>(3) is equal to the next lowest Priority Amount thereafter and so on until the holders of Ordinary Shares (other than in respect of the Highest PA Shares) have received aggregate amounts equal to the Priority Amount payable in respect of the Highest PA Shares,</p> <p>(4) the holders of the Highest PA Shares shall not be entitled to receive any payment under this article 3 1 1(b)(iii) other than the Priority Amount in respect of those Highest PA Shares pursuant to article 3 1 1(b)(iii)(1),</p> <p>and provided that if there are insufficient Net Proceeds to pay all amounts due under any of the provision of article 3 1 1(b)(i) or 3 1 1 (b)(iii) to all holders of Ordinary Shares in full, the available Net Proceeds shall be distributed to the holders of Ordinary Shares entitled to those Net Proceeds under the relevant provision of article 3 1 1(b) or 3 1 1(b)(iii) in proportion to the Subscription Price of the Ordinary Shares held by them (or, in the case of article 3 1 1(b)(i) (2), in proportion to the amount of arrears or accruals of dividend due to them)</p> <p>3 1 2 in the event of a Sale, the proceeds of such sale (net of any costs associated with such Sale) shall be distributed between the Shareholders in the manner set out in article 3 1 1 as if the same constituted a liquidation of the Company, and as if such proceeds constituted the Net Proceeds of such liquidation, and</p> <p>3 1 3 on an Asset Sale the Company shall (insofar as it is lawfully able) as soon as practicable distribute (whether by means of dividend or otherwise) to the Shareholders the proceeds of such Asset Sale (after payment of the Company's liabilities, including any costs associated with such Asset Sale) and those proceeds shall be distributed between the Shareholders in the manner set out in</p>	

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Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	A SHARES	
Prescribed particulars	<p>Preferred Shares held by them and arrears or accruals of dividend due to them respectively,</p> <p>(b) second</p> <p>(i) if the balance of the Net Proceeds is less than the Aggregate Priority Amount, to the holders of the Ordinary Shares (including, for the avoidance of doubt, any Ordinary Shares arising from conversion of Preferred Shares under article 3 2)</p> <p>(1) an amount equal to the Subscription Price for their Ordinary Shares (or in the event of the sub-division and/or redesignation of the Ordinary Shares, the Subscription Price originally paid for each Ordinary Share from which the Shares arising on such sub-division and/or redesignation derive), such payment to be shared pro rata in accordance with the amount subscribed or deemed subscribed (including premium) for such Ordinary Shares, and</p> <p>(2) then an amount equal to any declared but unpaid dividends, such payment to be shared in proportion to the number of Ordinary Shares held by them respectively,</p> <p>(ii) if the balance of the Net Proceeds is equal to or more than the Equalisation Amount, to the holders of Ordinary Shares (including, for the avoidance of doubt, any Ordinary Shares arising from conversion of Preferred Shares under article 3 2), an amount equal to the balance of the Net Proceeds, such payment to be shared in proportion to the number of Ordinary Shares held by them respectively,</p> <p>(iii) if the balance of the Net Proceeds is more than the Aggregate Priority Amount but less than the Equalisation Amount, such balance of Net Proceeds shall be distributed to the holders of Ordinary Shares (including, for the avoidance of doubt, any Ordinary Shares arising from conversion of Preferred Shares under article 3 2) as follows</p> <p>(1) an amount equal to the Priority Amount in respect of his Ordinary Shares and the balance of the Net Proceeds shall be distributed in accordance with article 3 1 1(b)(iii)(2),</p> <p>(2) the remaining Net Proceeds shall be distributed to the holders of Ordinary Shares in respect of which the lowest Priority Amount is payable, such payment to be shared in proportion to the number of such Ordinary Shares held by them respectively, until such time as the aggregate of the Priority Amount in respect of such Ordinary</p>	

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Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	A SHARES	
Prescribed particulars	DEFINITIONS	
	<p>Ordinary Shares - the ordinary shares of £0 00001 each in the share capital of the Company in issue from time to time,</p>	
	<p>Preferred Shares - A Shares and/or B Shares and/or C Shares, as the case may require,</p>	
	<p>A Shares - all the A Shares of £0 00001 each in the share capital of the Company in issue from time to time and a holder of A Shares shall be referred to as an "A Shareholder",</p>	
	<p>B Shares - all the B Shares of £0 00001 each in the share capital of the Company in issue from time to time and a holder of B Shares shall be referred to as a "B Shareholder",</p>	
	<p>C Shares - all the C Shares of £0 00001 each in the share capital of the Company in issue from time to time and a holder of C Shares shall be referred to as a "C Shareholder"</p>	
	3 RIGHTS ATTACHING TO THE SHARES	
	3 1 Capital	
	<p>The Preferred Shares and Ordinary Shares shall be entitled to the following capital rights</p>	
	<p>3 1.1 on a return of assets on a liquidation, reduction of capital, or otherwise the assets of the Company remaining after payment of its liabilities ("Net Proceeds") shall be distributed as follows (a) first, to the holders of the Preferred Shares, in priority to all other Shareholders, an amount equal to the Subscription Price for their Preferred Shares (or in the event of the sub-division and/or redesignation of the Preferred Shares, the Subscription Price originally paid for each Preferred Share from which the Shares arising on such sub-division and/or redesignation derive) plus any arrears or accruals of dividend (if any) on the Preferred Shares (as the case may be) due or declared but unpaid down to the date of the return of assets, such payment to be shared pro rata to the Subscription Price of the Preferred Shares plus any arrears or accruals of dividend due on such Preferred Shares held by them respectively and provided that if there are insufficient Net Proceeds to pay such amounts to all holders of Preferred Shares in full, the available Net Proceeds shall be distributed to the holders of Preferred Shares in proportion to the Subscription Price of the</p>	

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Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	ORDINARY SHARES	
Prescribed particulars	<p>3 4 19 entering into or varying or terminating any transaction with, or for the benefit of any Director or Shareholder or any other person who is a Connected Person of any Director or Shareholder,</p> <p>3 4 20 hiring, or increasing by more than ten per cent (10%) the remuneration of, any Director, CEO, Chief Financial Officer or other officer of the Company with a salary that exceeds £100,000 per year, and</p> <p>3 4 21 in relation to any Director, the authorisation of any matter which would otherwise result in such Director infringing his duty to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company and which may reasonably be regarded as likely to give rise to a conflict of interest (including a conflict of interest and duty or conflict of duties)</p>	

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Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	ORDINARY SHARES	
Prescribed particulars	<p>3 4 11 taking any action that results in the Company (i) incurring or assuming indebtedness in excess of £25,000, or in excess of an aggregate amount of £100,000 in any period of 12 months, save to the extent such indebtedness was expressly provided for in a budget relating to the Company which was approved by an Investor Majority or (ii) providing a guarantee, pledge or other form of security for any indebtedness,</p> <p>3 4 12 making any fundamental change in the nature of the Company's business as at the Adoption Date,</p> <p>3 4 13 approving or making any material variation to any business plan of the Company or departing from the general strategies, policies or plans laid out in such business plan,</p> <p>3 4 14 approving or making any material variation to any annual budget of the Company,</p> <p>3 4 15 taking any action that results in the creation of a subsidiary,</p> <p>3 4 16 selling other than in the ordinary course of business in any transaction or series of related transactions any asset or assets of the Company which constitutes ten per cent (10%) or more of the then current aggregate fair market value of all of such company's assets ("10% of the Company's Assets"), provided that where the asset or assets to be sold do not constitute 10% of the Company's Assets, such sale shall be at a price of not less than the fair market value of such asset or assets, as such price would be determined in an arm's length transaction in an open market on commercially reasonable terms,</p> <p>3 4 17 making any loan to, or repaying or guaranteeing any obligation owed by or to, the Company's officers, Directors or employees, other than reimbursements for travel, relocation (incurred in good faith in connection with the recruitment of such person), entertainment and other similar expenses in the ordinary course of business and other than the Disclosed Loans,</p> <p>3 4 18 incurring any capital expenditure in respect of the Company on any one item or series of related items in excess of £100,000 in any twelve (12)-month period, other than in the ordinary course of business, save to the extent that any such expenditure was expressly provided for in an annual budget relating to the Company which was approved by an Investor Majority,</p>	

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Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	ORDINARY SHARES	
Prescribed particulars	<p>3 4 3 the reorganisation, sub-division, consolidation, redesignation or other variation of any Shares or stock in the Company in any way or the variation of any rights, preferences or privileges attaching to any Shares or stock in the Company or any agreement to do any of the foregoing,</p> <p>3 4 4 the declaration or payment of any dividend or other distribution,</p> <p>3 4 5 a Listing, Sale or an Asset Sale,</p> <p>3 4 6 the creation or adoption of any option scheme, plan or other similar arrangement relating to Shares which benefits or may benefit any officers and/or employees and/or consultants of the Company, any alteration to the number of Shares which are subject to any such scheme or plan, or the creation or amendment of the rules of any such scheme or plan,</p> <p>3 4 7 any amendment of or alteration to the Memorandum or Articles (including adoption of new Articles), or passing of any special resolution or passing of any resolution for winding-up of the Company,</p> <p>3 4 8 any change to the number of Directors of the Company or any rights to appoint any such persons, provisions relating to the calling of or proceedings at meetings of the Board or any committee of it, voting, transfer provisions, appointment and removal of Directors, provisions concerning the power of Directors, provisions as to notices or winding up,</p> <p>3 4 9 the liquidation, dissolution or winding up of the Company or any member of the Group, either voluntarily or involuntarily or the filing of any petition for the appointment of an administrator or liquidator or the making of an invitation to any person to appoint an administrative receiver or the entering into of any compromise or arrangement to which the Act or the Insolvency Act 1986 applies,</p> <p>3 4 10 the entry into any agreement providing a Shareholder with registration rights allowing that Shareholder to require the Company to register all or a portion of such Shareholder's holding of Shares with the United States Securities and Exchange Commission pursuant to the United States Securities Act of 1933, as amended, for the purpose of allowing such Shares to be sold to the public in the United States,</p>	

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Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	ORDINARY SHARES	
Prescribed particulars	<p>3 2 11 Upon the Conversion Date each holder of Preferred Shares shall deliver to the Company at its registered office the certificates for his Preferred Shares and upon such delivery there shall be issued to him a certificate for the number of Ordinary Shares resulting from the conversion and re-designation of his Preferred Shares</p> <p>3 3 Income</p> <p>All Shares shall rank pari passu in respect of dividends, and dividends shall be paid pro rata according to the number of Shares held by each Shareholder respectively (in the case of Preferred Shares, as though they had been fully converted into Ordinary Shares in accordance with article 3 2)</p> <p>3 4 Reserved matters</p> <p>Any of the matters listed below (the "Reserved Matters") shall require the prior written consent of an Investor Majority The expression 'the Company' or any matter or item relating to the Company in the Reserved Matters shall include any subsidiary of the Company from time to time or any matter or item relating to such a subsidiary, respectively, to the intent and effect that each of the provisions of this article 3 4 shall apply in relation to each subsidiary as they apply in relation to the Company</p> <p>The Reserved Matters are as follows</p> <p>3 4 1 the creation, allotment, issue, redemption, reduction, purchase or re-purchase, or the exercise by the Company of a contractual right of first refusal in respect of Shares (other than in accordance with the terms of a contract or employee share option plan which has previously been approved by the Investor Majority) of any Shares, securities or stock (including convertible securities),</p> <p>3 4 2 the grant (or agreement to grant) to any person of any option (other than grants of options over Shares pursuant to an employee share option plan the terms of which have been approved by an Investor Majority, provided that any such grant does not cause any limit agreed with an Investor Majority on the number of Shares allocated to such plan to be exceeded), warrant or right to call for the issue of any Shares, securities or stock (including convertible securities),</p>	

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Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	ORDINARY SHARES	
Prescribed particulars	<p>3 2 7 The Ordinary Shares arising on such conversion and redesignation shall rank pari passu with the Ordinary Shares then in issue and fully paid up and shall entitle the holders of the Ordinary Shares to all dividends and other distributions declared, made or paid on the Ordinary Shares by reference to any record date occurring after the Conversion Date</p> <p>3 2 8 If the Ordinary Shares or the Preferred Shares are consolidated or sub-divided, then the number of Ordinary Shares into which Preferred Shares are to be converted and redesignated shall be reduced or increased accordingly and if any doubt arises as to the number of them the certificate of the opinion of the Expert shall be conclusive and binding save in the case of manifest error</p> <p>3 2 9 If the Company shall make any capital distribution to the holders of Ordinary Shares (but not to the holders of Preferred Shares), then the Conversion Rate shall be adjusted accordingly by such amount determined to be appropriate by the Expert, whose certificate shall be conclusive and binding save in the case of manifest error For the purposes of this article 3 2 9 "capital distribution" means</p> <p>(a) any distribution of capital profits (whether realised or not) or capital reserves, except by means of a capitalisation issue made in the form of fully paid Ordinary Shares in relation to which an adjustment pursuant to article 3 2 10 is made, or</p> <p>(b) a repayment of capital or purchase of the Company's own Ordinary Shares (other than a redemption or purchase of redeemable shares in accordance with the terms of issue of such shares)</p> <p>3 2 10 If there is an allotment of Ordinary Shares (which shall only be allotted fully paid), whether pursuant to a capitalisation of profits or reserves (including share premium account and capital redemption reserve) to holders of Ordinary Shares while any Preferred Shares remain capable of being converted into Ordinary Shares, then the number of Ordinary Shares to be issued on conversion of Preferred Shares after that allotment shall be increased by a corresponding adjustment of the Conversion Rate to reflect the percentage increase in the Ordinary Shares in issue</p>	

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Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	ORDINARY SHARES	
Prescribed particulars	<p>article 3 1 1 as if the same constituted a liquidation of the Company, and as if such proceeds constituted the Net Proceeds of such liquidation</p> <p>3 2 Conversion</p> <p>3 2 1 Immediately on the request in writing, at any time, by a Preferred Shareholder, such number of his Preferred Shares as such Preferred Shareholder shall specify shall on the date of such request automatically be converted into and redesignated as Ordinary Shares at the rate of one Ordinary Share for every Preferred Share ("Conversion Rate", subject to adjustment in accordance with article 3 2 10)</p> <p>3 2 2 Immediately on the request in writing, at any time, by an A/B Majority, all of the A Shares and B Shares then in issue shall, regardless of whether they are held by the A/B Majority or any other Series A Shareholder or Series B Shareholder not being one of the A/B Majority, on the date of such request automatically be converted into and redesignated as Ordinary Shares at the Conversion Rate</p> <p>3 2 3 Immediately on the request in writing, at any time, by a Series C Majority, all of the C Shares then in issue shall, regardless of whether they are held by the Series C Majority or any other Series C Shareholder not being one of the Series C Majority, on the date of such request automatically be converted into and redesignated as Ordinary Shares at the Conversion Rate</p> <p>3 2 4 All of the Preferred Shares shall automatically convert into Ordinary Shares at the Conversion Rate immediately upon the occurrence of a Qualifying Listing</p> <p>3 2 5 In respect of articles 3 2 2 to 3 2 4 (inclusive), any anti-dilution Shares that are deemed to convert at the same time, shall only be converted at the same time as the rest of the relevant share class</p> <p>3 2 6 The "Conversion Date" for the purposes of this article 3 2 means, depending upon whether conversion is to take place pursuant to articles 3 2 1 or 3 2 2, the date upon which the Preferred Shares are to be converted into Ordinary Shares as specified in the applicable article</p>	

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Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	ORDINARY SHARES	
Prescribed particulars	<p>Shares, and the amounts paid in accordance with this article 3 1 1 (b)(iii)(2) is equal to the next lowest Priority Amount thereafter and the balance of the Net Proceeds shall be distributed in accordance with article 3 1 1(b)(iii)(3),</p> <p>(3) the remaining Net Proceeds shall be distributed to the holders of Ordinary Shares in respect of which the lowest Priority Amount and the next lowest Priority Amount is payable, such payment to be shared in proportion to the number of such Ordinary Shares held by them respectively, until such time as the aggregate of the Priority Amount in respect of such Ordinary Shares, and the amounts paid in accordance with articles 3 1 1(b)(iii)(2) and this article 3 1 1(b)(iii)</p> <p>(3) is equal to the next lowest Priority Amount thereafter and so on until the holders of Ordinary Shares (other than in respect of the Highest PA Shares) have received aggregate amounts equal to the Priority Amount payable in respect of the Highest PA Shares,</p> <p>(4) the holders of the Highest PA Shares shall not be entitled to receive any payment under this article 3.1 1(b)(iii) other than the Priority Amount in respect of those Highest PA Shares pursuant to article 3 1 1(b)(iii)(1),</p> <p>and provided that if there are insufficient Net Proceeds to pay all amounts due under any of the provision of article 3 1 1(b)(i) or 3 1 1 (b)(iii) to all holders of Ordinary Shares in full, the available Net Proceeds shall be distributed to the holders of Ordinary Shares entitled to those Net Proceeds under the relevant provision of article 3 1 1(b) or 3 1 1(b)(iii) in proportion to the Subscription Price of the Ordinary Shares held by them (or, in the case of article 3 1 1(b)(i) (2), in proportion to the amount of arrears or accruals of dividend due to them)</p> <p>3 1 2 in the event of a Sale, the proceeds of such sale (net of any costs associated with such Sale) shall be distributed between the Shareholders in the manner set out in article 3 1 1 as if the same constituted a liquidation of the Company, and as if such proceeds constituted the Net Proceeds of such liquidation, and</p> <p>3 1 3 on an Asset Sale the Company shall (insofar as it is lawfully able) as soon as practicable distribute (whether by means of dividend or otherwise) to the Shareholders the proceeds of such Asset Sale (after payment of the Company's liabilities, including any costs associated with such Asset Sale) and those proceeds shall be distributed between the Shareholders in the manner set out in</p>	

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Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	ORDINARY SHARES	
Prescribed particulars	<p>Preferred Shares held by them and arrears or accruals of dividend due to them respectively,</p> <p>(b) second</p> <p>(i) if the balance of the Net Proceeds is less than the Aggregate Priority Amount, to the holders of the Ordinary Shares (including, for the avoidance of doubt, any Ordinary Shares arising from conversion of Preferred Shares under article 3 2)</p> <p>(1) an amount equal to the Subscription Price for their Ordinary Shares (or in the event of the sub-division and/or redesignation of the Ordinary Shares, the Subscription Price originally paid for each Ordinary Share from which the Shares arising on such sub-division and/or redesignation derive), such payment to be shared pro rata in accordance with the amount subscribed or deemed subscribed (including premium) for such Ordinary Shares, and</p> <p>(2) then an amount equal to any declared but unpaid dividends, such payment to be shared in proportion to the number of Ordinary Shares held by them respectively,</p> <p>(ii) if the balance of the Net Proceeds is equal to or more than the Equalisation Amount, to the holders of Ordinary Shares (including, for the avoidance of doubt, any Ordinary Shares arising from conversion of Preferred Shares under article 3 2), an amount equal to the balance of the Net Proceeds, such payment to be shared in proportion to the number of Ordinary Shares held by them respectively,</p> <p>(iii) if the balance of the Net Proceeds is more than the Aggregate Priority Amount but less than the Equalisation Amount, such balance of Net Proceeds shall be distributed to the holders of Ordinary Shares (including, for the avoidance of doubt, any Ordinary Shares arising from conversion of Preferred Shares under article 3 2) as follows</p> <p>(1) an amount equal to the Priority Amount in respect of his Ordinary Shares and the balance of the Net Proceeds shall be distributed in accordance with article 3 1 1(b)(iii)(2),</p> <p>(2) the remaining Net Proceeds shall be distributed to the holders of Ordinary Shares in respect of which the lowest Priority Amount is payable, such payment to be shared in proportion to the number of such Ordinary Shares held by them respectively, until such time as the aggregate of the Priority Amount in respect of such Ordinary</p>	


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Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	ORDINARY SHARES	
Prescribed particulars	<p>DEFINITIONS</p> <p>Ordinary Shares - the ordinary shares of £0 00001 each in the share capital of the Company in issue from time to time,</p> <p>Preferred Shares - A Shares and/or B Shares and/or C Shares, as the case may require,</p> <p>A Shares - all the A Shares of £0 00001 each in the share capital of the Company in issue from time to time and a holder of A Shares shall be referred to as an "A Shareholder",</p> <p>B Shares - all the B Shares of £0 00001 each in the share capital of the Company in issue from time to time and a holder of B Shares shall be referred to as a "B Shareholder",</p> <p>C Shares - all the C Shares of £0 00001 each in the share capital of the Company in issue from time to time and a holder of C Shares shall be referred to as a "C Shareholder"</p> <p>3 RIGHTS ATTACHING TO THE SHARES</p> <p>3 1 Capital</p> <p>The Preferred Shares and Ordinary Shares shall be entitled to the following capital rights</p> <p>3 1 1 on a return of assets on a liquidation, reduction of capital, or otherwise the assets of the Company remaining after payment of its liabilities ("Net Proceeds") shall be distributed as follows</p> <p>(a) first, to the holders of the Preferred Shares, in priority to all other Shareholders, an amount equal to the Subscription Price for their Preferred Shares (or in the event of the sub-division and/or redesignation of the Preferred Shares, the Subscription Price originally paid for each Preferred Share from which the Shares arising on such sub-division and/or redesignation derive) plus any arrears or accruals of dividend (if any) on the Preferred Shares (as the case may be) due or declared but unpaid down to the date of the return of assets, such payment to be shared pro rata to the Subscription Price of the Preferred Shares plus any arrears or accruals of dividend due on such Preferred Shares held by them respectively and provided that if there are insufficient Net Proceeds to pay such amounts to all holders of Preferred Shares in full, the available Net Proceeds shall be distributed to the holders of Preferred Shares in proportion to the Subscription Price of the</p>	

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Return of allotment of shares

 Presenter information	
You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.	
Contact name	
Company name	SHERIDANS
Address	76 WARDOUR STREET
Post town	LONDON
County/Region	
Postcode	W 1 F 0 U R
Country	UNITED KINGDOM
DX	
Telephone	0207 079 0100

 Checklist
We may return the forms completed incorrectly or with information missing
Please make sure you have remembered the following:
<input type="checkbox"/> The company name and number match the information held on the public Register
<input type="checkbox"/> You have shown the date(s) of allotment in section 2
<input type="checkbox"/> You have completed all appropriate share details in section 3
<input type="checkbox"/> You have completed the appropriate sections of the Statement of Capital
<input type="checkbox"/> You have signed the form

 Important information
Please note that all information on this form will appear on the public record
 Where to send
You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below
For companies registered in England and Wales The Registrar of Companies, Companies House, Crown Way, Cardiff, Wales, CF14 3UZ DX 33050 Cardiff
For companies registered in Scotland The Registrar of Companies, Companies House, Fourth floor, Edinburgh Quay 2, 139 Fountainbridge, Edinburgh, Scotland, EH3 9FF DX ED235 Edinburgh 1 or LP - 4 Edinburgh 2 (Legal Post)
For companies registered in Northern Ireland The Registrar of Companies, Companies House, Second Floor, The Linenhall, 32-38 Linenhall Street, Belfast, Northern Ireland, BT2 8BG DX 481 N R Belfast 1

 Further information
For further information please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk
This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk