

**Return of Allotment of Shares**Company Name: **Nutmeg Saving and Investment Limited**Company Number: **07503666**Received for filing in Electronic Format on the: **19/12/2016**

X5M5B6K1

**Shares Allotted (including bonus shares)**

| Date or period during which<br>shares are allotted | From              | To                |
|----------------------------------------------------|-------------------|-------------------|
|                                                    | <b>14/11/2016</b> | <b>05/12/2016</b> |

|                         |                  |                             |               |
|-------------------------|------------------|-----------------------------|---------------|
| <b>Class of Shares:</b> | <b>D</b>         | Number allotted             | <b>682832</b> |
|                         | <b>PREFERRED</b> | Nominal value of each share | <b>0.001</b>  |
|                         | <b>ORDINARY</b>  | Amount paid:                | <b>8.42</b>   |
| Currency:               | <b>GBP</b>       | Amount unpaid:              | <b>0</b>      |

Non-cash consideration

**682,832 SHARES ISSUED VIA CONVERSION OF LOAN NOTE**

|                         |                  |                             |                |
|-------------------------|------------------|-----------------------------|----------------|
| <b>Class of Shares:</b> | <b>D</b>         | Number allotted             | <b>2280090</b> |
|                         | <b>PREFERRED</b> | Nominal value of each share | <b>0.001</b>   |
|                         | <b>ORDINARY</b>  | Amount paid:                | <b>10.5259</b> |
| Currency:               | <b>GBP</b>       | Amount unpaid:              | <b>0</b>       |

Non-cash consideration

**682,832 SHARES ISSUED VIA CONVERSION OF LOAN NOTE**

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## Statement of Capital (Share Capital)

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| <b>Class of Shares:</b> | <b>B</b>         | Number allotted          | <b>2637250</b> |
|                         | <b>PREFERRED</b> | Aggregate nominal value: | <b>2637.25</b> |
|                         | <b>ORDINARY</b>  |                          |                |

Currency: **GBP**

Prescribed particulars

THE SHARES HAVE ATTACHED TO THEM FULL VOTING RIGHTS. NO DIVIDEND SHALL BE PAID WITHOUT INVESTOR CONSENT. SUBJECT TO INVESTOR CONSENT, ANY PROFITS WHICH THE DIRECTORS MAY LAWFULLY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR SHALL BE DISTRIBUTED TO THE HOLDERS OF SHARES PRO RATA ACCORDING TO THE NUMBER OF SHARES HELD BY EACH OF THEM. ON A CAPITAL DISTRIBUTION EVENT OR A SHARE SALE, THE EXIT PROCEEDS SHALL BE DISTRIBUTED AMONG THE SHAREHOLDERS AS AT THE DATE ON WHICH THE CAPITAL DISTRIBUTION EVENT OR COMPLETION OF THE SHARE SALE TAKES PLACE AS FOLLOWS: (1) TO THE AGGREGATE PREFERRED ORDINARY SHAREHOLDERS AN AMOUNT EQUAL TO THE GREATER OF (A) THE SUBSCRIPTION AMOUNT PAID FOR THE SHARES PLUS ANY ARREAR OR ACCRUALS OF DIVIDEND DUE OR DECLARED ON SUCH SHARES BUT UNPAID; OR (B) THE AMOUNT THEY WOULD HAVE RECEIVED FOR THE AGGREGATE PREFERRED ORDINARY SHARES HAD THEY BEEN CONVERTED TO ORDINARY SHARES AND THE EXIT PROCEEDS HAD BEEN DISTRIBUTED AMONGST THE SHAREHOLDERS PRO RATA TO THE NUMBER OF SHARES HELD BY THEM RESPECTIVELY; AND (2) THEREAFTER THE BALANCE OF THE EXIT PROCEEDS (IF ANY) SHALL BE DISTRIBUTED TO EACH OF THE ORDINARY SHAREHOLDERS AND NON-VOTING ORDINARY SHAREHOLDERS PRO-RATA TO THE NUMBER OF SHARES HELD BY THEM RESPECTIVELY.

|                         |                  |                          |                 |
|-------------------------|------------------|--------------------------|-----------------|
| <b>Class of Shares:</b> | <b>C</b>         | Number allotted          | <b>2378641</b>  |
|                         | <b>PREFERRED</b> | Aggregate nominal value: | <b>2378.641</b> |
|                         | <b>ORDINARY</b>  |                          |                 |

Currency: **GBP**

Prescribed particulars

THE SHARES HAVE ATTACHED TO THEM FULL VOTING RIGHTS. NO DIVIDEND SHALL BE PAID WITHOUT INVESTOR CONSENT. SUBJECT TO INVESTOR CONSENT, ANY PROFITS WHICH THE DIRECTORS MAY LAWFULLY DETERMINE TO DISTRIBUTE IN RESPECT OF

ANY FINANCIAL YEAR SHALL BE DISTRIBUTED TO THE HOLDERS OF SHARES PRO RATA ACCORDING TO THE NUMBER OF SHARES HELD BY EACH OF THEM. ON A CAPITAL DISTRIBUTION EVENT OR A SHARE SALE, THE EXIT PROCEEDS SHALL BE DISTRIBUTED AMONG THE SHAREHOLDERS AS AT THE DATE ON WHICH THE CAPITAL DISTRIBUTION EVENT OR COMPLETION OF THE SHARE SALE TAKES PLACE AS FOLLOWS: (1) TO THE AGGREGATE PREFERRED ORDINARY SHAREHOLDERS AN AMOUNT EQUAL TO THE GREATER OF (A) THE SUBSCRIPTION AMOUNT PAID FOR THE SHARES PLUS ANY ARREAR OR ACCRUALS OF DIVIDEND DUE OR DECLARED ON SUCH SHARES BUT UNPAID; OR (B) THE AMOUNT THEY WOULD HAVE RECEIVED FOR THE AGGREGATE PREFERRED ORDINARY SHARES HAD THEY BEEN CONVERTED TO ORDINARY SHARES AND THE EXIT PROCEEDS HAD BEEN DISTRIBUTED AMONGST THE SHAREHOLDERS PRO RATA TO THE NUMBER OF SHARES HELD BY THEM RESPECTIVELY; AND (2) THEREAFTER THE BALANCE OF THE EXIT PROCEEDS (IF ANY) SHALL BE DISTRIBUTED TO EACH OF THE ORDINARY SHAREHOLDERS AND NON-VOTING ORDINARY SHAREHOLDERS PRO-RATA TO THE NUMBER OF SHARES HELD BY THEM RESPECTIVELY.

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|-------------------------|------------------|--------------------------|-----------------|
| <b>Class of Shares:</b> | <b>D</b>         | Number allotted          | <b>2962922</b>  |
|                         | <b>PREFERRED</b> | Aggregate nominal value: | <b>2962.922</b> |
|                         | <b>ORDINARY</b>  |                          |                 |

Currency: **GBP**

Prescribed particulars

THE SHARES HAVE ATTACHED TO THEM FULL VOTING RIGHTS. NO DIVIDEND SHALL BE PAID WITHOUT INVESTOR CONSENT. SUBJECT TO INVESTOR CONSENT, ANY PROFITS WHICH THE DIRECTORS MAY LAWFULLY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR SHALL BE DISTRIBUTED TO THE HOLDERS OF SHARES PRO RATA ACCORDING TO THE NUMBER OF SHARES HELD BY EACH OF THEM. ON A CAPITAL DISTRIBUTION EVENT OR A SHARE SALE, THE EXIT PROCEEDS SHALL BE DISTRIBUTED AMONG THE SHAREHOLDERS AS AT THE DATE ON WHICH THE CAPITAL DISTRIBUTION EVENT OR COMPLETION OF THE SHARE SALE TAKES PLACE AS FOLLOWS: (1) TO THE AGGREGATE PREFERRED ORDINARY SHAREHOLDERS AN AMOUNT EQUAL TO THE GREATER OF (A) THE SUBSCRIPTION AMOUNT PAID FOR THE SHARES PLUS ANY ARREAR OR ACCRUALS OF DIVIDEND DUE OR DECLARED ON SUCH SHARES BUT UNPAID; OR (B) THE AMOUNT THEY WOULD HAVE RECEIVED FOR THE AGGREGATE PREFERRED ORDINARY SHARES HAD THEY BEEN CONVERTED TO ORDINARY SHARES AND THE EXIT PROCEEDS HAD BEEN DISTRIBUTED AMONGST THE SHAREHOLDERS PRO RATA TO

THE NUMBER OF SHARES HELD BY THEM RESPECTIVELY; AND (2) THEREAFTER THE BALANCE OF THE EXIT PROCEEDS (IF ANY) SHALL BE DISTRIBUTED TO EACH OF THE ORDINARY SHAREHOLDERS AND NON-VOTING ORDINARY SHAREHOLDERS PRO-RATA TO THE NUMBER OF SHARES HELD BY THEM RESPECTIVELY.

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|-------------------------|-----------------|--------------------------|----------------|
| <b>Class of Shares:</b> | <b>NON-</b>     | Number allotted          | <b>279011</b>  |
|                         | <b>VOTING</b>   | Aggregate nominal value: | <b>279.011</b> |
|                         | <b>ORDINARY</b> |                          |                |

Currency: **GBP**

Prescribed particulars

THE NON-VOTING ORDINARY SHARES HAVE A RIGHT TO ATTEND AND SPEAK BUT NOT TO VOTE AT GENERAL MEETINGS NOR VOTE ON A WRITTEN RESOLUTION. NO DIVIDEND SHALL BE PAID ON ANY SHARE WITHOUT INVESTOR CONSENT. SUBJECT TO INVESTOR CONSENT, ANY PROFITS WHICH THE DIRECTORS MAY LAWFULLY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR SHALL BE DISTRIBUTED TO THE HOLDERS OF SHARES PRO RATA ACCORDING TO THE NUMBER OF SHARES HELD BY EACH OF THEM. ON A CAPITAL DISTRIBUTION EVENT OR A SHARE SALE, THE EXIT PROCEEDS SHALL BE DISTRIBUTED AMONG THE SHAREHOLDERS AS AT THE DATE ON WHICH THE CAPITAL DISTRIBUTION EVENT OR COMPLETION OF THE SHARE SALE TAKES PLACE AS FOLLOWS: (1) TO THE AGGREGATE PREFERRED ORDINARY SHAREHOLDERS AN AMOUNT EQUAL TO THE GREATER OF (A) THE SUBSCRIPTION AMOUNT PAID FOR THE SHARES PLUS ANY ARREAR OR ACCRUALS OF DIVIDEND DUE OR DECLARED ON SUCH SHARES BUT UNPAID; OR (B) THE AMOUNT THEY WOULD HAVE RECEIVED FOR THE AGGREGATE PREFERRED ORDINARY SHARES HAD THEY BEEN CONVERTED TO ORDINARY SHARES AND THE EXIT PROCEEDS HAD BEEN DISTRIBUTED AMONGST THE SHAREHOLDERS PRO RATA TO THE NUMBER OF SHARES HELD BY THEM RESPECTIVELY; AND (2) THEREAFTER THE BALANCE OF THE EXIT PROCEEDS (IF ANY) SHALL BE DISTRIBUTED TO EACH OF THE ORDINARY SHAREHOLDERS AND NON-VOTING ORDINARY SHAREHOLDERS PRO-RATA TO THE NUMBER OF SHARES HELD BY THEM RESPECTIVELY.

|                         |                 |                          |                 |
|-------------------------|-----------------|--------------------------|-----------------|
| <b>Class of Shares:</b> | <b>ORDINARY</b> | Number allotted          | <b>1641493</b>  |
| Currency:               | <b>GBP</b>      | Aggregate nominal value: | <b>1641.493</b> |

Prescribed particulars

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|                  |           |                          |          |
|------------------|-----------|--------------------------|----------|
| Class of Shares: | PREFERRED | Number allotted          | 1486826  |
|                  | ORDINARY  | Aggregate nominal value: | 1486.826 |
| Currency:        | GBP       |                          |          |

Prescribed particulars

THE SHARES HAVE ATTACHED TO THEM FULL VOTING RIGHTS. NO DIVIDEND SHALL BE PAID WITHOUT INVESTOR CONSENT. SUBJECT TO INVESTOR CONSENT, ANY PROFITS WHICH THE DIRECTORS MAY LAWFULLY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR SHALL BE DISTRIBUTED TO THE HOLDERS OF SHARES PRO RATA ACCORDING TO THE NUMBER OF SHARES HELD BY EACH OF THEM. ON A CAPITAL DISTRIBUTION EVENT OR A SHARE SALE, THE EXIT PROCEEDS SHALL BE DISTRIBUTED AMONG THE SHAREHOLDERS AS AT THE DATE ON WHICH THE CAPITAL DISTRIBUTION EVENT OR COMPLETION OF THE SHARE SALE TAKES PLACE AS FOLLOWS: (1) TO THE AGGREGATE PREFERRED ORDINARY SHAREHOLDERS AN AMOUNT EQUAL TO THE GREATER OF (A) THE SUBSCRIPTION AMOUNT PAID FOR THE SHARES PLUS ANY ARREAR OR ACCRUALS OF DIVIDEND DUE OR DECLARED ON SUCH SHARES BUT UNPAID; OR (B) THE AMOUNT THEY WOULD HAVE RECEIVED FOR THE AGGREGATE PREFERRED

ORDINARY SHARES HAD THEY BEEN CONVERTED TO ORDINARY SHARES AND THE EXIT PROCEEDS HAD BEEN DISTRIBUTED AMONGST THE SHAREHOLDERS PRO RATA TO THE NUMBER OF SHARES HELD BY THEM RESPECTIVELY; AND (2) THEREAFTER THE BALANCE OF THE EXIT PROCEEDS (IF ANY) SHALL BE DISTRIBUTED TO EACH OF THE ORDINARY SHAREHOLDERS AND NON-VOTING ORDINARY SHAREHOLDERS PRO-RATA TO THE NUMBER OF SHARES HELD BY THEM RESPECTIVELY.

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## Statement of Capital (Totals)

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|           |            |                                |                  |
|-----------|------------|--------------------------------|------------------|
| Currency: | <b>GBP</b> | Total number of shares:        | <b>11386143</b>  |
|           |            | Total aggregate nominal value: | <b>11386.143</b> |
|           |            | Total aggregate amount unpaid: | <b>0</b>         |

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### Authorisation

Authenticated

This form was authorised by one of the following:

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