

**Return of Allotment of Shares**Company Name: **AUTIFONY THERAPEUTICS LIMITED**Company Number: **07543962**Received for filing in Electronic Format on the: **23/11/2023**

XCGWL6QG

**Shares Allotted (including bonus shares)**

Date or period during which shares are allotted	From	To
	<b>23/11/2023</b>	

<b>Class of Shares:</b>	<b>ORDINARY</b>	Number allotted	<b>25000</b>
<b>Currency:</b>	<b>GBP</b>	Nominal value of each share	<b>0.001</b>
		Amount paid:	<b>25</b>
		Amount unpaid:	<b>0</b>

No shares allotted other than for cash

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## Statement of Capital (Share Capital)

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<b>Class of Shares:</b>	<b>A</b>	Number allotted	<b>1400000</b>
	<b>ORDINARY</b>	Aggregate nominal value:	<b>1400</b>
<b>Currency:</b>	<b>GBP</b>		

Prescribed particulars

**VOTING RIGHTS EACH A ORDINARY SHARE CARRIES, ON A POLL, ONE VOTE PER SHARE. THE HOLDERS OF A ORDINARY SHARES ALSO HAVE THE RIGHT TO VOTE ON A RESOLUTION OF A SHOW OF HANDS AT A MEETING. DIVIDEND RIGHTS EXCEPT AS SET OUT BELOW ALL DIVIDENDS AND OTHER DISTRIBUTIONS SHALL BE PAID TO ALL SHAREHOLDERS PRO RATA TO THE NUMBER OF SHARES HELD BY EACH SHAREHOLDER (SUCH NUMBER TO BE ADJUSTED IF NECESSARY IN ACCORDANCE WITH AN AUDITOR'S DETERMINATION). A CUMULATIVE FIXED RATE DIVIDEND OF 8% PER ANNUM SHALL ACCRUE ON EACH PREFERRED SHARE FROM THE DATE ON WHICH THE SHARE WAS FIRST ISSUED UNTIL THE FIRST TO OCCUR OF A SHARE SALE OR A QUALIFIED LISTING (THE "PREFERRED DIVIDEND"). CAPITAL RIGHTS UNLESS DIS-APPLIED WITH THE RELEVANT CONSENT ON A DISTRIBUTION OF CAPITAL BY A BUSINESS SALE, A LIQUIDATION OR OTHERWISE, THE SURPLUS ASSETS AVAILABLE AFTER PAYMENT OF THE COMPANY'S LIABILITIES SHALL BE DISTRIBUTED AS FOLLOWS: 1. FIRST IN PAYING THE HOLDERS OF PREFERRED SHARES AN AMOUNT EQUAL TO THE SUBSCRIPTION PRICE PER PREFERRED SHARE TOGETHER WITH A SUM EQUAL TO ANY ARREARS ON SUCH SHARES CALCULATED DOWN TO AND INCLUDING THE DATE OF THE RETURN OF CAPITAL AND, IF THERE IS A SHORTFALL OF ASSETS REMAINING TO SATISFY THE ENTITLEMENTS OF HOLDERS OF PREFERRED SHARES, THEN IN PROPORTION TO THE AMOUNTS DUE TO EACH SUCH SHARE HELD; AND 2. THEREAFTER, IN PAYING ANY BALANCE REMAINING TO THE HOLDERS OF ORDINARY SHARES, A ORDINARY SHARES AND PREFERRED SHARES PRO RATA (SUCH NUMBER TO BE ADJUSTED IF NECESSARY IN ACCORDANCE WITH AN AUDITOR'S DETERMINATION) AS IF THEY CONSTITUTED ONE AND THE SAME CLASS. REDEMPTION RIGHTS THE A ORDINARY SHARES ARE NOT REDEEMABLE. THE RIGHTS ATTACHED TO THE A ORDINARY SHARES ARE MORE PARTICULARLY DESCRIBED IN THE ARTICLES OF ASSOCIATION OF THE COMPANY.**

<b>Class of Shares:</b>	<b>ORDINARY</b>	Number allotted	<b>3044736</b>
<b>Currency:</b>	<b>GBP</b>	Aggregate nominal value:	<b>3044.736</b>

Prescribed particulars

**VOTING RIGHTS: EACH ORDINARY SHARE CARRIES, ON A POLL. ONE VOTE PER SHARE. THE HOLDERS OF ORDINARY SHARES ALSO HAVE THE RIGHT TO VOTE ON A RESOLUTION OF A SHOW OF HANDS AT A MEETING. DIVIDEND RIGHTS: EXCEPT AS SET OUT BELOW ALL DIVIDENDS AND OTHER DISTRIBUTIONS SHALL BE PAID TO ALL SHAREHOLDERS PRO RATA TO THE NUMBER OF SHARES HELD BY EACH SHAREHOLDER (SUCH NUMBER TO BE**

<b>Class of Shares:</b>	<b>SERIES</b>	Number allotted	<b>13021429</b>
	<b>A</b>	Aggregate nominal value:	<b>13021.429</b>
	<b>PREFERRED</b>		

Currency: **GBP**

Prescribed particulars

**VOTING RIGHTS: EACH SERIES A PREFERRED SHARE CARRIES, ON A POLL, ONE VOTE PER SHARE. SUCH VOTES TO BE ADJUSTED IF NECESSARY IN ACCORDANCE WITH AN AUDITORS DETERMINATION. THE HOLDERS OF SERIES A PREFERRED SHARES ALSO HAVE THE RIGHT TO VOTE ON A RESOLUTION OF A SHOW OF HANDS AT A MEETING. DIVIDEND RIGHTS: EXCEPT AS SET OUT BELOW ALL DIVIDENDS AND OTHER DISTRIBUTIONS SHALL BE PAID TO I**

<b>Class of Shares:</b>	<b>SERIES</b>	Number allotted	<b>1300000</b>
	<b>A-2 NV</b>	Aggregate nominal value:	<b>1300</b>
	<b>PREFERRED</b>		

Currency: **GBP**

Prescribed particulars

VOTING RIGHTS THE SERIES A-2 (NV) PREFERRED SHARES DO NOT CARRY THE RIGHT TO RECEIVE NOTICE OF, OR TO ATTEND AND VOTE AT, ANY GENERAL MEETING OR SIGN ANY WRITTEN RESOLUTION OF THE COMPANY. DIVIDEND RIGHTS EXCEPT AS SET OUT BELOW ALL DIVIDENDS AND OTHER DISTRIBUTIONS SHALL BE PAID TO ALL SHAREHOLDERS PRO RATA TO THE NUMBER OF SHARES HELD BY EACH SHAREHOLDER (SUCH NUMBER TO BE ADJUSTED IF NECESSARY IN ACCORDANCE WITH AN AUDITOR'S DETERMINATION). A CUMULATIVE FIXED RATE DIVIDEND OF 8% PER ANNUM SHALL ACCRUE ON EACH PREFERRED SHARE FROM THE DATE ON WHICH THE SHARE WAS FIRST ISSUED UNTIL THE FIRST TO OCCUR OF A SHARE SALE OR A QUALIFIED LISTING (THE "PREFERRED DIVIDEND"). CAPITAL RIGHTS UNLESS DIS-APPLIED WITH THE RELEVANT CONSENT ON A DISTRIBUTION OF CAPITAL BY A BUSINESS SALE, A LIQUIDATION OR OTHERWISE, THE SURPLUS ASSETS AVAILABLE AFTER PAYMENT OF THE COMPANY'S LIABILITIES SHALL BE DISTRIBUTED AS FOLLOWS: 1. FIRST IN PAYING THE HOLDERS OF PREFERRED SHARES AN AMOUNT EQUAL TO THE SUBSCRIPTION PRICE PER PREFERRED SHARE TOGETHER WITH A SUM EQUAL TO ANY ARREARS ON SUCH SHARES CALCULATED DOWN TO AND INCLUDING THE DATE OF THE RETURN OF CAPITAL AND, IF THERE IS A SHORTFALL OF ASSETS REMAINING TO SATISFY THE ENTITLEMENTS OF HOLDERS OF PREFERRED SHARES, THEN IN PROPORTION TO THE AMOUNTS DUE TO EACH SUCH SHARE HELD; AND 2. THEREAFTER, IN PAYING ANY BALANCE REMAINING TO THE HOLDERS OF ORDINARY SHARES, A ORDINARY SHARES AND PREFERRED SHARES PRO RATA (SUCH NUMBER TO BE ADJUSTED IF NECESSARY IN ACCORDANCE WITH AN AUDITOR'S DETERMINATION) AS IF THEY CONSTITUTED ONE AND THE SAME CLASS. REDEMPTION RIGHTS THE SERIES A-2 (NV) PREFERRED SHARES ARE NOT REDEEMABLE. THE RIGHTS ATTACHED TO THE SERIES A-2(NV) PREFERRED SHARES ARE MORE PARTICULARLY DESCRIBED IN THE ARTICLES OF ASSOCIATION OF THE COMPANY.

Class of Shares:	SERIES	Number allotted	1698418
	A-2	Aggregate nominal value:	1698.418
	PREFERRED		

Currency: GBP

Prescribed particulars

VOTING RIGHTS EACH SERIES A-2 PREFERRED SHARE CARRIES, ON A POLL, ONE VOTE PER SHARE. SUCH VOTES TO BE ADJUSTED IF NECESSARY IN ACCORDANCE WITH AN AUDITOR'S DETERMINATION. THE HOLDERS OF SERIES A-2 PREFERRED SHARES ALSO HAVE THE RIGHT TO VOTE ON A RESOLUTION OF A SHOW OF HANDS AT A MEETING. DIVIDEND RIGHTS EXCEPT AS SET OUT BELOW ALL DIVIDENDS AND OTHER DISTRIBUTIONS SHALL BE PAID TO ALL SHAREHOLDERS PRO RATA TO THE NUMBER OF SHARES HELD BY EACH SHAREHOLDER (SUCH NUMBER TO BE ADJUSTED IF NECESSARY IN ACCORDANCE WITH AN AUDITOR'S DETERMINATION). A CUMULATIVE FIXED RATE DIVIDEND OF 8% PER ANNUM SHALL ACCRUE ON EACH PREFERRED SHARE FROM THE DATE ON WHICH THE SHARE WAS FIRST ISSUED UNTIL THE FIRST TO OCCUR OF A SHARE SALE OR A QUALIFIED LISTING (THE "PREFERRED DIVIDEND"). CAPITAL RIGHTS UNLESS DIS-APPLIED WITH THE RELEVANT CONSENT ON A DISTRIBUTION OF CAPITAL BY A BUSINESS SALE, A LIQUIDATION OR OTHERWISE, THE SURPLUS ASSETS AVAILABLE AFTER PAYMENT OF THE COMPANY'S LIABILITIES SHALL BE DISTRIBUTED AS FOLLOWS: 1. FIRST IN PAYING THE HOLDERS OF PREFERRED SHARES AN AMOUNT EQUAL TO THE SUBSCRIPTION PRICE PER PREFERRED SHARE TOGETHER WITH A SUM EQUAL TO ANY ARREARS ON SUCH SHARES CALCULATED DOWN TO AND INCLUDING THE DATE OF THE RETURN OF CAPITAL AND, IF THERE IS A SHORTFALL OF ASSETS REMAINING TO SATISFY THE ENTITLEMENTS OF HOLDERS OF PREFERRED SHARES, THEN IN PROPORTION TO THE AMOUNTS DUE TO EACH SUCH SHARE HELD; AND 2. THEREAFTER, IN PAYING ANY BALANCE REMAINING TO THE HOLDERS OF ORDINARY SHARES, A ORDINARY SHARES AND PREFERRED SHARES PRO RATA (SUCH NUMBER TO BE ADJUSTED IF NECESSARY IN ACCORDANCE WITH AN AUDITOR'S DETERMINATION) AS IF THEY CONSTITUTED ONE AND THE SAME CLASS. REDEMPTION RIGHTS THE SERIES A-2 PREFERRED SHARES ARE NOT REDEEMABLE. THE RIGHTS ATTACHED TO THE SERIES A-2 PREFERRED SHARES ARE MORE PARTICULARLY DESCRIBED IN THE ARTICLES OF ASSOCIATION OF THE COMPANY.

Class of Shares:	SERIES	Number allotted	783333
	A-3 NV	Aggregate nominal value:	783.333
	PREFERRED		
Currency:	GBP		
Prescribed particulars			

VOTING RIGHTS THE SERIES A-3 (NV) PREFERRED SHARES DO NOT CARRY THE RIGHT TO RECEIVE NOTICE OF, OR TO ATTEND AND VOTE AT, ANY GENERAL MEETING OR SIGN ANY WRITTEN RESOLUTION OF THE COMPANY. DIVIDEND RIGHTS EXCEPT AS SET OUT BELOW ALL DIVIDENDS AND OTHER DISTRIBUTIONS SHALL BE PAID TO ALL SHAREHOLDERS PRO RATA TO THE NUMBER OF SHARES HELD BY EACH SHAREHOLDER (SUCH NUMBER TO BE ADJUSTED IF NECESSARY IN ACCORDANCE WITH AN AUDITOR'S DETERMINATION). A CUMULATIVE FIXED RATE DIVIDEND OF 8% PER ANNUM SHALL ACCRUE ON EACH PREFERRED SHARE FROM THE DATE ON WHICH THE SHARE WAS FIRST ISSUED UNTIL THE FIRST TO OCCUR OF A SHARE SALE OR A QUALIFIED LISTING (THE "PREFERRED DIVIDEND"). CAPITAL RIGHTS UNLESS DIS-APPLIED WITH THE RELEVANT CONSENT ON A DISTRIBUTION OF CAPITAL BY A BUSINESS SALE, A LIQUIDATION OR OTHERWISE, THE SURPLUS ASSETS AVAILABLE AFTER PAYMENT OF THE COMPANY'S LIABILITIES SHALL BE DISTRIBUTED AS FOLLOWS: 1. FIRST IN PAYING THE HOLDERS OF PREFERRED SHARES AN AMOUNT EQUAL TO THE SUBSCRIPTION PRICE PER PREFERRED SHARE TOGETHER WITH A SUM EQUAL TO ANY ARREARS ON SUCH SHARES CALCULATED DOWN TO AND INCLUDING THE DATE OF THE RETURN OF CAPITAL AND, IF THERE IS A SHORTFALL OF ASSETS REMAINING TO SATISFY THE ENTITLEMENTS OF HOLDERS OF PREFERRED SHARES, THEN IN PROPORTION TO THE AMOUNTS DUE TO EACH SUCH SHARE HELD; AND 2. THEREAFTER, IN PAYING ANY BALANCE REMAINING TO THE HOLDERS OF ORDINARY SHARES, A ORDINARY SHARES AND PREFERRED SHARES PRO RATA (SUCH NUMBER TO BE ADJUSTED IF NECESSARY IN ACCORDANCE WITH AN AUDITOR'S DETERMINATION) AS IF THEY CONSTITUTED ONE AND THE SAME CLASS. REDEMPTION RIGHTS THE SERIES A-3 (NV) PREFERRED SHARES ARE NOT REDEEMABLE. THE RIGHTS ATTACHED TO THE SERIES A-3 (NV) PREFERRED SHARES ARE MORE PARTICULARLY DESCRIBED IN THE ARTICLES OF ASSOCIATION OF THE COMPANY.

Class of Shares:	SERIES	Number allotted	5863459
	A-3	Aggregate nominal value:	5863.459
	PREFERRED		

Currency: GBP

Prescribed particulars

**VOTING RIGHTS: EACH SERIES A-3 PREFERRED SHARE CARRIES. ON A POLL. ONE VOTE PER SHARE. SUCH VOTES TO BE ADJUSTED IF NECESSARY IN ACCORDANCE WITH AN AUDITOR'S DETERMINATION. THE HOLDERS OF SERIES A-3 PREFERRED SHARES ALSO HAVE THE RIGHT TO VOTE ON A RESOLUTION OF A SHOW OF HANDS AT A MEETING. DIVIDEND RIGHTS: EXCEPT AS SET OUT BELOW ALL DIVIDENDS AND OTHER DISTRIBUTIONS SHALL BE PAID TO ALL SHAREHOLDERS PRO RATA TO THE NUMBER OF SHARES HELD BY EACH SHAREHOLDER (SUCH NUMBER TO BE ADJUSTED IF NECESSARY IN ACCORDANCE WITH AN AUDITOR'S DETERMINATION). A CUMULATIVE FIXED RATE DIVIDEND OF 8% PER ANNUM SHALL ACCRUE ON EACH PREFERRED SHARE FROM THE DATE ON WHICH THE SHARE WAS FIRST ISSUED UNTIL THE FIRST TO OCCUR OF A SHARE SALE OR A QUALIFIED LISTING. CAPITAL RIGHTS: UNLESS DISAPPLIED WITH THE RELEVANT CONSENT ON A DISTRIBUTION OF CAPITAL BY A BUSINESS SALE. A LIQUIDATION OR OTHERWISE. THE SURPLUS ASSETS AVAILABLE AFTER PAYMENT OF THE COMPANY'S LIABILITIES SHALL BE DISTRIBUTED AS FOLLOWS 1. FIRST IN PAYING THE HOLDERS OF PREFERRED SHARES AN AMOUNT EQUAL TO THE SUBSCRIPTION PRICE PER PREFERRED SHARE TOGETHER WITH A SUM EQUAL TO ANY ARREARS ON SUCH SHARES CALCULATED UP TO AND INCLUDING THE DATE OF THE RETURN OF CAPITAL AND. IF THERE IS A SHORTFALL OF ASSETS REMAINING TO SATISFY THE ENTITLEMENTS OF HOLDERS OF PREFERRED SHARES. THEN IN PROPORTION TO THE AMOUNTS DUE TO EACH SUCH SHARE HELD, AND 2. THEREAFTER, IN PAYING ANY BALANCE REMAINING TO THE HOLDERS OF ORDINARY SHARES. A ORDINARY SHARES AND PREFERRED SHARES PRO RATA (SUCH NUMBER TO BE ADJUSTED IF NECESSARY IN ACCORDANCE WITH AN AUDITOR'S DETERMINATION) AS IF THEY CONSTITUTED ONE AND THE SAME CLASS. REDEMPTION RIGHTS: THE SERIES A-3 PREFERRED SHARES ARE NOT REDEEMABLE. THE RIGHTS ATTACHED TO THE SERIES A-3 PREFERRED SHARES ARE MORE PARTICULARLY DESCRIBED IN THE ARTICLES OF ASSOCIATION OF THE COMPANY**

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## Statement of Capital (Totals)

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Currency:	<b>GBP</b>	Total number of shares:	<b>27111375</b>
		Total aggregate nominal value:	<b>27111.375</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.