

**Return of Allotment of Shares**Company Name: **APPEAR HERE LIMITED**Company Number: **07736672**Received for filing in Electronic Format on the: **14/11/2017**

X6J6VQU3

Shares Allotted (including bonus shares)

Date or period during which
shares are allotted

From
31/10/2017

Class of Shares:	B ORDINARY	Number allotted	457310
Currency:	GBP	Nominal value of each share	0.00001
		Amount paid:	0.94364
		Amount unpaid:	0

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	ORDINARY	Number allotted	16816401
Currency:	GBP	Aggregate nominal value:	1681.6401

Prescribed particulars

VOTING - EACH SHARE CARRIES THE RIGHT TO RECEIVE NOTICE OF, ATTEND AND VOTE AT GENERAL MEETINGS OF THE COMPANY AND TO RECEIVE AND VOTE ON PROPOSED WRITTEN RESOLUTIONS OF THE COMPANY

DIVIDENDS - ALL SHARES RANK PARI PASSU IN RESPECT OF DIVIDEND, AND DIVIDENDS SHALL BE PAID PRO RATA TO THE NUMBER OF SHARES HELD BY EACH SHAREHOLDER RESPECTIVELY (IN THE CASE OF A PREFERRED AND SEED SHARES, AS THOUGH THEY HAD BEEN FULLY CONVERTED INTO ORDINARY SHARES IN ACCORDANCE WITH ARTICLE 3.2 OF THE COMPANY'S ARTICLES)

DISTRIBUTIONS - ON A RETURN OF ASSETS ON A LIQUIDATION, REDUCTION OF CAPITAL OR OTHERWISE, OR SALE OR ASSET SALE, THE ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES ('NET PROCEEDS') SHALL BE DISTRIBUTED AS FOLLOWS:

(A) FIRSTLY, TO EACH HOLDER OF A PREFERRED SHARES AN AMOUNT EQUAL TO THE SUBSCRIPTION PRICE FOR ITS A PREFERRED SHARES PLUS ANY ARREARS OR ACCRUALS OF DIVIDEND (IF ANY) ON ITS A PREFERRED SHARES (AS THE CASE MAY BE) DUE OR DECLARED BUT UNPAID DOWN TO THE DATE OF THE RETURN OF ASSETS, PROVIDED THAT IF THERE ARE INSUFFICIENT NET PROCEEDS, THE AVAILABLE NET PROCEEDS SHALL BE DISTRIBUTED TO THE HOLDERS OF A PREFERRED SHARES IN PROPORTION TO THE SUBSCRIPTION PRICE OF THE A PREFERRED SHARES HELD BY THEM AND ARREARS OR ACCRUALS OF DIVIDEND DUE TO THEM RESPECTIVELY,

(B) SECONDLY, TO EACH HOLDER OF SEED SHARES AN AMOUNT EQUAL TO THE SUBSCRIPTION PRICE FOR ITS SEED SHARES PLUS ANY ARREARS OR ACCRUALS OF DIVIDEND (IF ANY) ON ITS SEED SHARES (AS THE CASE MAY BE) DUE OR DECLARED BUT UNPAID DOWN TO THE DATE OF THE RETURN OF ASSETS, PROVIDED THAT IF THERE ARE INSUFFICIENT NET PROCEEDS, THE AVAILABLE NET PROCEEDS SHALL BE DISTRIBUTED TO THE HOLDERS OF SEED SHARES IN PROPORTION TO THE SUBSCRIPTION PRICE OF THE SEED SHARES HELD BY THEM AND ARREARS OR ACCRUALS OF DIVIDEND DUE TO THEM RESPECTIVELY, AND

(C) THEREAFTER THE BALANCE OF THE NET PROCEEDS, IF ANY, SHALL BE DISTRIBUTED TO EACH OF THE HOLDERS OF ORDINARY SHARES (INCLUDING, FOR THE AVOIDANCE OF DOUBT, ANY ORDINARY SHARES ARISING FROM CONVERSION OF A PREFERRED OR SEED SHARES UNDER ARTICLE 3.2 OF THE COMPANY'S ARTICLES), IN PROPORTION TO

THE NUMBER OF ORDINARY SHARES HELD BY THEM RESPECTIVELY. REDEMPTION - THE SHARES ARE NOT REDEEMABLE.

Class of Shares:	A	Number allotted	7015520
	PREFERRED	Aggregate nominal value:	701.552

Currency: GBP

Prescribed particulars

VOTING - EACH SHARE CARRIES THE RIGHT TO RECEIVE NOTICE OF, ATTEND AND VOTE AT GENERAL MEETINGS OF THE COMPANY AND TO RECEIVE AND VOTE ON PROPOSED WRITTEN RESOLUTIONS OF THE COMPANY D IVIDENDS - ALL SHARES RANK PARI PASSU IN RESPECT OF DIVIDEND, AND DIVIDENDS SHALL BE PAID PRO RATA TO THE NUMBER OF SHARES HELD BY EACH SHAREHOLDER RESPECTIVELY (IN THE CASE OF A PREFERRED AND SEED SHARES, AS THOUGH THEY HAD BEEN FULLY CONVERTED INTO ORDINARY SHARES IN ACCORDANCE WITH ARTICLE 3.2 OF THE COMPANY'S ARTICLES) D ISTRIBUTIONS - ON A RETURN OF ASSETS ON A LIQUIDATION, REDUCTION OF CAPITAL OR OTHERWISE, OR SALE OR ASSET SALE, THE ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES ('NET PROCEEDS') SHALL BE DISTRIBUTED AS FOLLOWS(A) FIRSTLY, TO EACH HOLDER OF A PREFERRED SHARES AN AMOUNT EQUAL TO THE SUBSCRIPTION PRICE FOR ITS A PREFERRED SHARES PLUS ANY ARREARS OR ACCRUALS OF DIVIDEND (IF ANY) ON ITS A PREFERRED SHARES (AS THE CASE MAY BE) DUE OR DECLARED BUT UNPAID DAWN TO THE DATE OF THE RETURN OF ASSETS, PROVIDED THAT IF THERE ARE INSUFFICIENT NET PROCEEDS, THE AVAILABLE NET PROCEEDS SHALL BE DISTRIBUTED TO THE HOLDERS OF A PREFERRED SHARES IN PROPORTION TO THE SUBSCRIPTION PRICE OF THE A PREFERRED SHARES HELD BY THEM AND ARREARS OR ACCRUALS OF DIVIDEND DUE TO THEM RESPECTIVELY,(B) SECONDLY, TO EACH HOLDER OR SEED SHARES AN AMOUNT EQUAL TO THE SUBSCRIPTION PRICE FOR ITS SEED SHARES PLUS ANY ARREARS OR ACCRUALS OF DIVIDEND (IF ANY) ON ITS SEED SHARES (AS THE CASE MAY BE) DUE OR DECLARED BUT UNPAID DOWN TO THE DATE OF THE RETURN OF ASSETS, PROVIDED THAT IF THERE ARE INSUFFICIENT NET PROCEEDS, THE AVAILABLE NET PROCEEDS SHALL BE DISTRIBUTED TO THE HOLDERS OF SEED SHARES IN PROPORTION TO THE SUBSCRIPTION PRICE OF THE SEED SHARES HELD BY THEM AND ARREARS OR ACCRUALS OF DIVIDEND DUE TO THEM RESPECTIVELY, AND(C) THEREAFTER THE BALANCE OF THE NET PROCEEDS, IF ANY, SHALL BE DISTRIBUTED TO EACH OF THE HOLDERS OF ORDINARY SHARES (INCLUDING, FOR THE AVOIDANCE OF DOUBT, ANY ORDINARY SHARES ARISING FROM CONVERSION OF A PREFERRED OR

SEED SHARES UNDER ARTICLE 3 2 OF THE COMPANY'S ARTICLES), IN PROPORTION TO THE NUMBER OF ORDINARY SHARES HELD BY THEM RESPECTIVELY. REDEMPTION - THE SHARES ARE NOT REDEEMABLE.

Class of Shares:	B	Number allotted	10224529
	ORDINARY	Aggregate nominal value:	102.24529
Currency:	GBP		

Prescribed particulars

THE SHARES HAVE ATTACHED TO THEM FULL VOTING, DIVIDEND AND CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP) RIGHTS; THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION.

Class of Shares:	SEED	Number allotted	4038600
	PREFERRED	Aggregate nominal value:	403.86
Currency:	GBP		

Prescribed particulars

VOTING - EACH SHARE CARRIES THE RIGHT TO RECEIVE NOTICE OF, ATTEND AND VOTE AT GENERAL MEETINGS OF THE COMPANY AND TO RECEIVE AND VOTE ON PROPOSED WRITTEN RESOLUTIONS OF THE COMPANY D IVIDENDS - ALL SHARES RANK PARI PASSU IN RESPECT OF DIVIDEND, AND DIVIDENDS SHALL BE PAID PRO RATA TO THE NUMBER OF SHARES HELD BY EACH SHAREHOLDER RESPECTIVELY (IN THE CASE OF A PREFERRED AND SEED SHARES, AS THOUGH THEY HAD BEEN FULLY CONVERTED INTO ORDINARY SHARES IN ACCORDANCE WITH ARTICLE 3.2 OF THE COMPANY'S ARTICLES) D ISTRIBUTIONS - ON A RETURN OF ASSETS ON A LIQUIDATION, REDUCTION OF CAPITAL OR OTHERWISE, OR SALE OR ASSET SALE, THE ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES ('NET PROCEEDS') SHALL BE DISTRIBUTED AS FOLLOWS(A) FIRSTLY, TO EACH HOLDER OF A PREFERRED SHARES AN AMOUNT EQUAL TO THE SUBSCRIPTION PRICE FOR ITS A PREFERRED SHARES PLUS ANY ARREARS OR ACCRUALS OF DIVIDEND (IF ANY) ON ITS A PREFERRED SHARES (AS THE CASE MAY BE) DUE OR DECLARED BUT UNPAID DAWN TO THE DATE OF THE RETURN OF ASSETS, PROVIDED THAT IF THERE ARE INSUFFICIENT NET PROCEEDS, THE AVAILABLE NET PROCEEDS SHALL BE DISTRIBUTED TO THE HOLDERS OF A PREFERRED SHARES IN PROPORTION TO THE SUBSCRIPTION PRICE OF THE A PREFERRED SHARES HELD BY THEM AND ARREARS OR ACCRUALS OF DIVIDEND DUE TO THEM RESPECTIVELY,(B) SECONDLY, TO EACH

HOLDER OR SEED SHARES AN AMOUNT EQUAL TO THE SUBSCRIPTION PRICE FOR ITS SEED SHARES PLUS ANY ARREARS OR ACCRUALS OF DIVIDEND (IF ANY) ON ITS SEED SHARES (AS THE CASE MAY BE) DUE OR DECLARED BUT UNPAID DOWN TO THE DATE OF THE RETURN OF ASSETS, PROVIDED THAT IF THERE ARE INSUFFICIENT NET PROCEEDS, THE AVAILABLE NET PROCEEDS SHALL BE DISTRIBUTED TO THE HOLDERS OF SEED SHARES IN PROPORTION TO THE SUBSCRIPTION PRICE OF THE SEED SHARES HELD BY THEM AND ARREARS OR ACCRUALS OF DIVIDEND DUE TO THEM RESPECTIVELY, AND(C) THEREAFTER THE BALANCE OF THE NET PROCEEDS, IF ANY, SHALL BE DISTRIBUTED TO EACH OF THE HOLDERS OF ORDINARY SHARES (INCLUDING, FOR THE AVOIDANCE OF DOUBT, ANY ORDINARY SHARES ARISING FROM CONVERSION OF A PREFERRED OR SEED SHARES UNDER ARTICLE 3 2 OF THE COMPANY'S ARTICLES), IN PROPORTION TO THE NUMBER OF ORDINARY SHARES HELD BY THEM RESPECTIVELY. REDEMPTION - THE SHARES ARE NOT REDEEMABLE.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	38095050
		Total aggregate nominal value:	2889.29739
		Total aggregate amount unpaid:	0

Authorisation

Authenticated

This form was authorised by one of the following:

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