

**Return of Allotment of Shares**Company Name: **APPEAR HERE LIMITED**Company Number: **07736672**Received for filing in Electronic Format on the: **13/04/2021**

XA2CHV2B

**Shares Allotted (including bonus shares)**

Date or period during which shares are allotted	From	To
	<b>25/03/2021</b>	<b>25/03/2021</b>

**Class of Shares: ORDINARY****Currency: GBP**Number allotted **7501**Nominal value of each share **0.0001**Amount paid: **0.118**Amount unpaid: **0**

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>7015520</b>
	<b>PREFERRED</b>	Aggregate nominal value:	<b>701.552</b>

Currency: **GBP**

Prescribed particulars

**VOTING - EACH SHARE CARRIES THE RIGHT TO RECEIVE NOTICE OF, ATTEND AND VOTE GENERAL MEETINGS OF THE COMPANY AND TO RECEIVE AND VOTE ON PROPOSED WRITTEN RESOLUTIONS OF THE COMPANY DIVIDENDS - ALL SHARES RANK PARRI 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 TO 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: TO EACH HOLDER OF A PREFERRED SHARES AN AMOUNT EQUAL TO SUBSCRIPTION PRICE FOR ITS A PREFERRED SHARES PLUS AND 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 REDEMPTION - THE SHARES ARE NOT REDEEMABLE**

<b>Class of Shares:</b>	<b>B</b>	Number allotted	<b>18904332</b>
	<b>ORDINARY</b>	Aggregate nominal value:	<b>189.04332</b>

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 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 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

<b>Class of Shares:</b>	<b>ORDINARY</b>	Number allotted	<b>17076432</b>
<b>Currency:</b>	<b>GBP</b>	Aggregate nominal value:	<b>1707.6432</b>

Prescribed particulars

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

<b>Class of Shares:</b>	<b>SEED</b>	Number allotted	<b>4038600</b>
Currency:	<b>GBP</b>	Aggregate nominal value:	<b>403.86</b>

Prescribed particulars

**SEED SHARES OF £0.001 EACH IN THE CAPITAL OF THE COMPANY, EACH CARRYING 1 VOTE FOR EACH SHARE, SHALL CONFER ON EACH HOLDER THE RIGHT TO RECEIVE NOTICE OF AND TO ATTEND, SPEAK AND COTE AT ALL GENERAL MEETINS OF THE COMPANY AND TO RECEIVE AND VOTE ON PROPOSED WRITTEN RESOLUTIONS OF THE COMPANT. THE SEED SHARES RANK IN SENIORITY TO THE ORDINARY SHARES AND THE DEFERRED SHARES AND SHALL CONSTITUTE SEPARATE CLASSES OF SHARES. HOLDER OF THE SEED SHARES SHALL BE ENTITLED TO PARTICIPATE IN ANY DISTRIBUTION OF AVAILABLE PROFITS WHICH THE COMPANY MAY DETERMINE TO DISTRIBUTE PARI PASSU WITH ANY OTHER CLASS OR CLASSES OF SHARES TO WHOM SUCH DISTBRITUON IS MADE (AS IF THE SEED SHARES AND THE OTHER RELEVANT CLASS OR CLASSES OF SHARE CONSTITUTED ONE CLASS OF SHARE) PRO RATA ON AN AS CONVERTED BASIS TO THEIR RESPECTIVE HOLDINGS OF SHARES. ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE OF SHARES) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF IT'S LIABILITIES SHALL BE APPLIED (TO THE EXTENT THE COMPANY IS LAWFULLY PERMITTED TO) IN PAYING EACH OF THE SEED SHAREHOLDER, IN PRIORITY TO THE ORDINARY SHARES, THE HIGHER OF (I) AN AMOUNT EQUAL TO THE PREFERENCE AMOUNT FOR EACH ISSUED SEED SHARE HELD (PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY THE AMOUNTS PER SHARE EQUAL TO THE PREFERENCE AMOUNT, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE SEED SHAREHOLDERS PRO RATA TO THEIR RESPEC TIVE HOLDINGS OR (II) THE AMOUNT THE SEED SHAREHOLDERS WOULD RECEIVE IF THE REMAINING SURPLUS ASSETS WERE DISTRIBUTED TO THE ORDINARY SHAREHOLDERS AND THE SEED SHAREHOLDERS PRO RATA TO THEIR RESPECTIVE SHAREHOLDINGS (ON AN AS CONVERTED BASIS)**

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## Statement of Capital (Totals)

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Currency:	<b>GBP</b>	Total number of shares:	<b>47034884</b>
		Total aggregate nominal value:	<b>3002.09852</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.