

**Return of Allotment of Shares**Company Name: **BIG SOFA TECHNOLOGIES GROUP LTD**Company Number: **07847321**Received for filing in Electronic Format on the: **13/03/2023**

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Shares Allotted (including bonus shares)

Date or period during which shares are allotted	From	To
	02/02/2023	

Class of Shares:	ORDINARY	Number allotted	55000000
Currency:	GBP	Nominal value of each share	0.001
		Amount paid:	0.001
		Amount unpaid:	0

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	DEFERRED	Number allotted	243363191
Currency:	GBP	Aggregate nominal value:	7057532.539

Prescribed particulars

THE DEFERRED SHARES SHALL RANK PARI PASSU TOGETHER AS ONE CLASS AND SHALL HAVE THE RIGHTS AND ARE SUBJECT TO THE RESTRICTIONS SET OUT BELOW, NAMELY:-

1. THE DEFERRED SHARES HAVE IN OR RECEIVE ANY DIVIDENDS BY THE COMPANY;
2. THE DEFERRED SHARES HAVE NOTICE OF OR ATTEND OR VOTE MEETING (OTHER THAN A CLASS SHARES) OF THE COMPANY; NO RIGHT TO PARTICIPATE DECLARED, MADE OR PAID NO RIGHT TO RECEIVE AT ANY GENERAL OR CLASS MEETING OF THE DEFERRED
3. THE DEFERRED SHARES ARE NOT TRANSFERABLE, SAVE IN ACCORDANCE WITH ARTICLE 6 BELOW AND NO SHARE CERTIFICATES FOR THE DEFERRED SHARES WILL BE ISSUED TO HOLDERS OF THE DEFERRED SHARES;
4. ON A RETURN OF ASSETS IN A WINDING UP THE DEFERRED SHARES SHALL RANK PARI PASSU WITH THE SHARES;
5. THE COMPANY MAY AT ITS OPTION AT ANY TIME PURCHASE ALL OR ANY OF THE DEFERRED SHARES THEN IN ISSUE AT A PRICE NOT EXCEEDING ONE POUND (£1.00) FOR ALL THE DEFERRED SHARES PURCHASED;
6. THE DIRECTORS HAVE IRREVOCABLE AUTHORITY AT ANY TIME TO APPOINT ANY PERSON TO EXECUTE ON BEHALF OF THE HOLDERS OF THE DEFERRED SHARES A TRANSFER THEREOF AND/OR AN AGREEMENT TO TRANSFER THE SAME, WITHOUT MAKING ANY PAYMENT TO THE HOLDERS THEREOF, TO SUCH PERSON AS THE DIRECTORS MAY DETERMINE AS CUSTODIAN THEREOF AND TO CANCEL AND/OR PURCHASE THE DEFERRED SHARES (IN ACCORDANCE WITH THE PROVISIONS OF STATUTE) WITHOUT MAKING ANY PAYMENT TO OR OBTAINING THE SANCTION OF THE HOLDERS THEREOF AND, PENDING THE TRANSFER AND/OR CANCELLATION AND/OR PURCHASE OF THE SAME, TO RETAIN THE CERTIFICATE FOR SUCH SHARES, BUT SO THAT NONE OF THE RIGHTS OR RESTRICTIONS ATTACHED TO SUCH DEFERRED SHARES SHALL BE OR BE DEEMED TO BE VARIED OR ABROGATED IN ANY WAY BY THE PASSING OR COMING INTO EFFECT OF ANY RESOLUTION OF THE COMPANY TO REDUCE ITS SHARE CAPITAL AND/OR REDUCE OR CANCEL (AS THE CASE MAY BE) ITS SHARE PREMIUM ACCOUNT (INCLUDING A RESOLUTION TO REDUCE THE CAPITAL PAID UP ON, AND TO CANCEL, SUCH DEFERRED SHARES.

Class of Shares:	ORDINARY	Number allotted	1790745441
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Currency: **GBP**

Aggregate nominal value: **1790745.441**

Prescribed particulars

**THE RIGHT TO RECEIVE NOTICE OF, ATTEND AND VOTE AT MEETINGS THE RIGHT TO
RECEIVE DIVIDENDS AND DISTRIBUTIONS THE RIGHT TO RECEIVE REPAYMENT OF CAPITAL
ON THE WINDING UP OF THE COMPANY THE SHARES ARE NON REDEEMABLE**

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	2034108632
		Total aggregate nominal value:	8848277.98
		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.