in accordance with Section 555 of the Companies Act 2006

Company number

Company name in full

SH01

Return of allotment of shares



You can use the WebFiling service to file this form online. Please go to www companieshouse gov.uk

5

What this form is for You may use this form to give notice of shares allotted following incorporation.

Company details

7

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What this form is You cannot use this notice of shares take on formation of the for an allotment of shares by an unlimit



28/04/2015 COMPANIES HOUSE ase

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→ Filling in this form

Please complete in typescript or in bold black capitals.

All fields are mandatory unless specified or indicated by *

Allotment dates •

From Date To Date

0

Improbable Worlds Limited

Allotment date

If all shares were allotted on the same day enter that date in the 'from date' box If shares were allotted over a period of time, complete both 'from date' and 'to date' boxes

Shares allotted

Please give details of the shares allotted, including bonus shares. (Please use a continuation page if necessary.)

O Currency If currency details are not completed we will assume currency

is in pound sterling

Number of shares Nominal value of Currency ② Amount paid Amount (if any) Class of shares (E g Ordinary/Preference etc) allotted each share (including share unpaid (including premium) on each share premium) on each share share (please see continuation page)

> If the allotted shares are fully or partly paid up otherwise than in cash, please state the consideration for which the shares were allotted.

Continuation page Please use a continuation page if necessary

Details of non-cash consideration.

If a PLC, please attach valuation report (if appropriate)

	SHO1 Return of allotm	ent of shares				
_ .	Statement of c	apital	<u>. </u>			
		ection 5 and Section 6 capital at the date of th	i, if appropriate) should refluis return	ect the		
4	Statement of c	apital (Share capit	al in pound sterling (£))		
		each class of shares he Section 4 and then go	ld in pound sterling. If all you to Section 7	our		-
Class of shares (E g Ordinary/Preference etc	:)	Amount paid up on each share 0	Amount (if any) unpaid on each share •	Number of share	s 0	Aggregate nominal value €
(please see continu	uation page)				····-	£
						£
						£
						£
,		·	Totals			£
5	Statement of c	apital (Share capit	al in other currencies)	·		· · · · · · · · · · · · · · · · · · ·
Please complete the ta Please complete a sep		any class of shares held currency	in other currencies.			
Currency						
Class of shares (E g Ordinary / Preference e	etc.)	Amount paid up on each share •	Amount (if any) unpaid on each share ①	Number of share	s 0	Aggregate nominal value €
						-
						
			Totals	1		<u> </u>
Currency Class of shares (E.g. Ordinary/Preference et	<u> </u>	Amount paid up on each share	Amount (if any) unpaid on each share ①	Number of share	s 0	Aggregate nominal value €
		_				-
			Totals			
6	Statement of c	apital (Totals)				
_		al number of shares an	nd total aggregate nominal	value of	Please li	ggregate nominal value st total aggregate values in
Total number of shares	<u></u>		-			t currencies separately For £100 + €100 + \$10 etc.
Total aggregate nominal value 🍑		· 				
Including both the nom share premium Total number of issued	·	E g Number of shares nominal value of each	share. Plea	ntinuation Page ase use a Statem e if necessary		tal continuation

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SHO1 Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to sh	ares)
	Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Section 4 and Section 5	O Prescribed particulars of rights attached to shares The particulars are
Class of share	(please see continuation page)	a particulars of any voting rights,
Prescribed particulars •		including rights that arise only in certain circumstances, b particulars of any rights, as respects dividends, to participate in a distribution, c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares.
Class of share		to redemption of these shares. A separate table must be used for
Prescribed particulars		each class of share Continuation page Please use a Statement of Capital continuation page if necessary.
Class of share		
Prescribed particulars		
8	Signature	!
	I am signing this form on behalf of the company	O Societas Europaea
Signature	X How www	If the form is being filed on behalf of a Societas Europaea (SE) please delete 'director' and insert details of which organ of the SE the person signing has membership.
	This form may be signed by. Director Q , Secretary, Person authorised Q , Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager	© Person authorised Under either section 270 or 274 of the Companies Act 2006

CHFP000 03/11 Version 5 0 In accordance with Section 555 of the Companies Act 2006

SH01 - continuation page Return of allotment of shares

- I	Chausa	لد د هه د اا د
3 1	Snares	allotted

Please give details of the shares allotted, including bonus shares.

O Currency If currency details are not completed we will assume currency is in pound sterling

				is in pound s	terling
Class of shares (E g Ordinary/Preference etc)	Currency 2	Number of shares allotted	Nominal value of each share	Amount paid (including share premium) on each share	Amount (if any) unpaid (including share premium) on each share
A Preference Shares	Sterling	24,123	£0.01	£407 24	00 03
A Preference Shares	Sterling	7,684	£0 01	£407 24	£0 00
A Preference Shares	Sterling	53	£0 01	£407 24	£0 00
A Preference Shares	Sterling	53	£0 01	£407 24	£0 00
A Preference Shares	Sterling	53	£0 01	£407 24	00 02
A Preference Shares	Sterling	906	£0 01	£285 06	£0 00
A Preference Shares	Sterling	171	£0 01	£285 06	£0 00
A Preference Shares	Sterling	1,077	£0 01	£285 06	£0 00
A Preference Shares	Sterling	359	£0 01	£285 06	£0 00
A Preference Shares	Sterling	449	£0 01	£285.06	£0 00
A Preference Shares	Sterling	718	£0 01	£285 06	00 03
A Preference Shares	Sterling	92	£0 01	£285 06	20 00
A Preference Shares	Sterling	72	£0 01	£285.06	£0 00
A Preference Shares	Sterling	628	£0 01	£285.06	£0.00
A Preference Shares	Sterling	269	£0.01	£285.06	£0 00
A Preference Shares	Sterling	46	£0 01	£285.06	£0.00
			<u> </u>	- 	
				<u> </u>	
·			<u></u>		<u>'</u>

in accordance with Section 555 of the Companies Act 2006

SHO1 - continuation page Return of allotment of shares

Statement of capital

Please complete the table below to show any class of shares held in other currencies Please complete a separate table for each currency

Class of shares (E g Ordinary/preference etc)	Amount paid up on each share •	Amount (if any) uripaid on each share •	Number of shares ②	Aggregate nominal value
A Ordinary Shares	£0 00001	£0 00	90,000	£0.90
A Preference Shares	£407 24	£0 00	24,123	£241.23
A Preference Shares	£407 24	£0 00	7,684	£76 84
A Preference Shares	£407.24	£0.00	53	£0 53
A Preference Shares	£407 24	£0.00	53	£0 53
A Preference Shares	£407 24	£0.00	53	£0.53
A Preference Shares	£285 06	£0.00	906	£9 06
A Preference Shares	£285 06	£0 00	171	£1 71
A Preference Shares	£285 06	£0 00	1,077	£10 77
A Preference Shares	£285 06	£0 00	359	£3 59
A Preference Shares	£285 06	£0 00	449	£4 49
A Preference Shares	£285 06	£0 00	718	£7 18
A Preference Shares	£285 06	£0 00	92	£0 92
A Preference Shares	£285 06	£0 00	72	£0 72
A Preference Shares	£285 06	£0 00	628	£6 28
A Preference Shares	£285 06	£0 00	269	£2 69
A Preference Shares	£285 06	£0 00	46	£0 46
	<u> </u>		<u> </u>	
		Tota	^{[S} 126,753	£368 43

¹ Including both the nominal value and any share premium

¹⁹ E g Number of shares issued multiplied by nominal value of each share.

② Total number of issued shares in this class.

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Return of allotment of shares

Statement of capital (Prescribed particulars of rights attached to shares)

Class of share

A Ordinary Shares

Prescribed particulars

All terms used herein are defined in the articles of association of the Company adopted 9 March 2015

- 1 On a vote
- (a) on a show of hands, every A Ordinary Shareholder who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy shall have one vote, and
- (b) on a written resolution or on a poll
- (i) the A Ordinary Shareholders shall have, between them, 75 per cent of the total votes allocated to all shares, apportioned between the A Ordinary Shareholders pro rata to their respective holdings of A Ordinary Shares, and
- (ii) subject always to Article 14 2 of the articles of association of the Company, the C Ordinary Shareholders and A Preference Shareholders shall have, between them, 25 per cent of the total votes allocated to all shares, apportioned between the C Ordinary Shareholders and A Preference Shareholders pro rata to their respective holdings of C Ordinary Shares and A Preference Shares, provided always that if a Disenfranchisement Notice has been served in respect of any A Ordinary Shares held by any member, the votes which would otherwise be allocated to such A Ordinary Shares shall instead be allocated to the C Ordinary Shareholders and A Preference Shareholders, apportioned between the C Ordinary Shareholders and A Preference Shareholders pro rata to their respective holdings of C Ordinary Shares and A Preference Shares
- 2 Amounts distributed by the Company in or in respect of any financial year shall be applied in the following order of priority
 (a) first, in paying any Arrears or accruals of the Fixed Preference Dividend,
- (b) second, in distributing amongst the Ordinary Shareholders and A Preference Shareholders (as if such shares constituted one class) the balance (if any) in proportion to the numbers of such shares held by them respectively, and
- (c) the Fixed Preference Dividend shall accrue daily and shall be payable yearly on 31 May in every year at a rate of six per cent per annum on the Starting Price of the relevant A Preference Share, the first dividend on any A Preference Share to be payable on the first of such payment dates falling after its date of issue, in respect of the period from the date of issue to that payment date

SH01 - continuation page

Return of allotment of shares

- /	

Statement of capital (Prescribed particulars of rights attached to shares)

Class of share

A Ordinary Shares (continued)

Prescribed particulars

- 3 On a return of capital on liquidation, winding-up or otherwise (including any redemption or purchase of shares by the Company), the surplus assets of the Company remaining after payment of its liabilities shall be applied (a) first, in paying to the A Preference Shareholders
- (i) an amount equal to the Starting Price (subject to appropriate adjustment following any Bonus Issue or Reorganisation) of each Preference Share held, and
- (ii) any Arrears or accruals of the Fixed Preference Dividend which has been declared, provided that if there are insufficient surplus assets to pay the amounts per share equal to the amounts specified hereunder, the remaining surplus assets shall be distributed to the A Preference Shareholders pro rata to their respective holdings of A Preference Shares,
- (b) second, in distributing amongst the Ordinary Shareholders the balance (if any) in proportion to the numbers of such shares held by them respectively, and
- (c) the right of each of the A Preference Shareholders to receive the amounts specified in 3(a) in priority to any other payment to Shareholders pursuant to this clause 3 shall cease in the event that a distribution of the surplus assets among the Shareholders pro rata to the number of Shares held would result in the A Preference Shareholders receiving at least an amount equal to the amounts specified in 3(a). In such circumstances, all of the surplus assets of the Company remaining after payment of its liabilities shall be distributed among the Shareholders pro rata (as if the Shares constituted one and the same class) to the number of Shares held (to the extent that the Company is lawfully permitted to do so)

4 On a Sale

- (a) the Sale Proceeds shall be distributed amongst the shares which are to be transferred pursuant to such Sale in the order of priority set out in 3 above and, for this purpose, any shares which are not to be transferred pursuant to such Sale shall be disregarded,
- (b) the directors shall not register any transfer of shares on a Sale if the Sale Proceeds are not distributed in accordance with clause 4(a) above unless the Sale Proceeds are not settled in their entirety upon completion of the Sale when the directors may register the transfer of shares subject to the Sale, provided that the Sale Proceeds due on the date of completion of the Sale were distributed in the order of priority set out in clause 3 and each member agrees to take any action (to the extent lawful and within its control) required by an Investor to ensure that the balance of the Sale Proceeds are distributed in the order of priority set out in clause 3, and
- (c) in the event that the Sale Proceeds are distributed on more than one occasion (for any deferred or contingent consideration or otherwise), the consideration so distributed on any further occasion shall be paid by continuing the distribution from the previous distribution of consideration in the order of priority set out in clause 3

In accordance with Section 555 of the Companies Act 2006

SH01 - continuation page Return of allotment of shares

Statement of capital (Prescribed particulars of rights attached to shares)		
lass of share	A Ordinary Shares (continued)	
class of share rescribed particulars	A Ordinary Shares (continued) 5 Following an Asset Sale, the surplus assets of the Company remaining after payment of its liabilities shall be distributed (to the extent that the Company is lawfully permitted to do so) in the order of priority set out in clause 3 provided always that, if it is not lawful for the Company to distribute its surplus assets in accordance with the provisions of the articles of association of the Company, the Shareholders shall, subject always to compliance with the Act, take any action required reasonably by the Investors (including, but without prejudice to the generality of this clause, actions that may be necessary to put the Company into voluntary liquidation) so that clause 3 applies (please see further continuation pages)	

SH01 - continuation page Return of allotment of shares

Class of share	Statement of capital (Prescribed particulars of rights attached to s A Preference Shares
Prescribed particulars	All terms used herein are defined in the articles of association of the Company adopted 9 March 2015
	1. On a vote
	(a) on a show of hands, every A Ordinary Shareholder, C
	Ordinary Shareholder and A Preference Shareholder who (being an
	individual) is present in person or by proxy or (being a corporation)
	is present by a duly authorised representative or by proxy shall have one vote,
	(b) on a written resolution or on a poll:
	(i) the A Ordinary Shareholders shall have, between them, 75
	per cent of the total votes allocated to all shares, apportioned
	between the A Ordinary Shareholders pro rata to their respective
	holdings of A Ordinary Shares; and (ii) subject always to Article 14.2 of the articles of association
	of the Company, the C Ordinary Shareholders and A Preference
	Shareholders shall have, between them, 25 per cent of the total
	votes allocated to all shares, apportioned between the C Ordinary
	Shareholders and A Preference Shareholders pro rata to their
	respective holdings of C Ordinary Shares and A Preference Shares; and
	(c) provided always that if a Disenfranchisement Notice has
	been served in respect of any A Ordinary Shares held by any
	member, the votes which would otherwise be allocated to such A
	Ordinary Shares shall instead be allocated to the C Ordinary
	Shareholders and A Preference Shareholders, apportioned between the C Ordinary Shareholders and A Preference Shareholders pro
	rata to their respective holdings of C Ordinary Shares and A
	Preference Shares
	2. Amounts distributed by the Company in or in respect of any
	financial year shall be applied in the following order of priority:
	(a) first, in paying any Arrears or accruals of the Fixed
	Preference Dividend,
	(b) second, in distributing amongst the Ordinary Shareholders
	and A Preference Shareholders (as if such shares constituted one class) the balance (if any) in proportion to the numbers of such
	shares held by them respectively, and
	(c) the Fixed Preference Dividend shall accrue daily and shall be
	payable yearly on 31 May in every year at a rate of six per cent. per
	annum on the Starting Price of the relevant A Preference Share, the
	first dividend on any A Preference Share to be payable on the first of such payment dates falling after its date of issue, in respect of the
	period from the date of issue to that payment date.
	(please see further continuation pages)

SH01 - continuation page Return of allotment of shares

7

Statement of capital (Prescribed particulars of rights attached to shares)

Class of share

A Preference Shares (continued)

Prescribed particulars

- 3 On a return of capital on liquidation, winding-up or otherwise (including any redemption or purchase of shares by the Company), the surplus assets of the Company remaining after payment of its liabilities shall be applied:
 - (a) first, in paying to the A Preference Shareholders
- (ii) an amount equal to the Starting Price (subject to appropriate adjustment following any Bonus Issue or Reorganisation) of each Preference Share held, and
- (ii) any Arrears or accruals of the Fixed Preference Dividend which has been declared, provided that if there are insufficient surplus assets to pay the amounts per share equal to the amounts specified hereunder, the remaining surplus assets shall be distributed to the A Preference Shareholders pro rata to their respective holdings of A Preference Shares,
- (b) second, in distributing amongst the Ordinary Shareholders the balance (if any) in proportion to the numbers of such shares held by them respectively; and
- (c) the right of each of the A Preference Shareholders to receive the amounts specified in 3(a) above, in priority to any other payment to Shareholders pursuant to this clause 3 shall cease in the event that a distribution of the surplus assets among the Shareholders pro rata to the number of Shares held would result in the A Preference Shareholders receiving at least an amount equal to the amounts specified in 3(a) above. In such circumstances, all of the surplus assets of the Company remaining after payment of its liabilities shall be distributed among the Shareholders pro rata (as if the Shares constituted one and the same class) to the number of Shares held (to the extent that the Company is lawfully permitted to do so)

4. On a Sale:

- (a) the Sale Proceeds shall be distributed amongst the shares which are to be transferred pursuant to such Sale in the order of priority set out in clause 3 above and, for this purpose, any shares which are not to be transferred pursuant to such Sale shall be disregarded;
- (b) the directors shall not register any transfer of shares on a Sale if the Sale Proceeds are not distributed in accordance with 4(a) above unless the Sale Proceeds are not settled in their entirety upon completion of the Sale when the directors may register the transfer of shares subject to the Sale, provided that the Sale Proceeds due on the date of completion of the Sale were distributed in the order of priority set out in clause 3 above and each member agrees to take any action (to the extent lawful and within its control) required by an investor to ensure that the balance of the Sale Proceeds are distributed in the order of priority set out in clause 3 above,
- (c) in the event that the Sale Proceeds are distributed on more than one occasion (for any deferred or contingent consideration or otherwise), the consideration so distributed on any further occasion shall be paid by continuing the distribution from the previous distribution of consideration in the order of priority set out in clause 3 above.

SH01 - continuation page Return of allotment of shares

7

Statement of capital (Prescribed particulars of rights attached to shares)

Class of share

A Preference Shares (continued)

Prescribed particulars

5 Following an Asset Sale the surplus assets of the Company remaining after payment of its liabilities shall be distributed (to the extent that the Company is lawfully permitted to do so) in the order of priority set out in clause 3 provided always that if it is not lawful for the Company to distribute its surplus assets in accordance with the provisions of the articles of association of the Company, the Shareholders shall, subject always to compliance with the Act, take any action required reasonably by the Investors (including, but without prejudice to the generality of this clause 5, actions that may be necessary to put the Company into voluntary liquidation) so that clause 3 applies

6 Conversion of A Preference Shares

- (a) Any holder of A Preference Shares shall be entitled at any time, by notice in writing to the Company, to require conversion into C Ordinary Shares of all of the fully paid A Preference Shares held by such member and those A Preference Shares shall convert automatically on the date of such notice (the "Conversion Date"), provided that the holder may in such notice, state that conversion of its A Preference Shares into C Ordinary Shares is conditional upon the occurrence of one or more events (the "Conditions") If the Conditions have not been satisfied or waived by the relevant holder by the Conversion Date such conversion shall be deemed not to have occurred
- (b) All of the fully paid A Preference Shares shall automatically convert into C Ordinary Shares on the "Conversion Date" being:
- (i) on the date of a notice given by members holding between them more than 50 per cent of the A Preference Shares then in issue (which date shall be treated as the Conversion Date) requiring conversion of the A Preference Shares, or
- (ii) immediately upon the occurrence of a Qualifying IPO provided that conversion will be effective only immediately prior to such Qualifying IPO (and "Conversion Date" shall be construed accordingly) and, if such Qualifying IPO does not become effective or does not take place, such conversion shall be deemed not to have occurred
- (c) In the case of either 6(a) or 6(b)(i), not more than five Business Days after the Conversion Date or 6(b)(i), at least five Business Days prior to the occurrence of the Qualifying IPO, each holder of the relevant A Preference Shares shall deliver the certificate (or an indemnity for lost certificate in a form acceptable to the Board) in respect of the A Preference Shares being converted to the Company at its registered office for the time being
- (d) On the Conversion Date, the relevant A Preference Shares shall without further authority than is contained in these Articles and without the payment of additional consideration by the holder thereof stand converted into such number of fully paid C Ordinary Shares as is determined by dividing the Starting Price by the then effective Conversion Price (the "Conversion Ratio"), and the C Ordinary Shares resulting from that conversion shall in all other respects rank parl passu with the existing issued C Ordinary Shares.
- (e) The Company shall on the Conversion Date enter the holder of the converted A Preference Shares on the register of members of the Company as the holder of the appropriate number of C Ordinary Shares and, subject to the relevant holder delivering its certificate(s) (or an indemnity for lost certificate in a form acceptable to the Board) in respect of the A Preference Shares in accordance with this Article, the Company shall within 10 Business Days of the Conversion Date forward to such holder of A Preference Shares by post to his address shown in the register of members, free of charge, a definitive certificate for the appropriate number of fully paid C Ordinary Shares.

SH01 - continuation page Return of allotment of shares

7

Statement of capital (Prescribed particulars of rights attached to shares)

Class of share

A Preference Shares (continued)

Prescribed particulars

- 6 Conversion of A Preference Shares (continued)
- (f) On the Conversion Date (or as soon afterwards as it is possible to calculate the amount payable), the Company will, if it has sufficient Available Profits, pay to holders of the A Preference Shares falling to be converted a dividend equal to all Arrears and accruals of dividends in relation to those A Preference Shares to be calculated on a daily basis down to and including the day immediately preceding the Conversion Date. If the Company has insufficient Available Profits to pay all such Arrears and accruals of dividends in full then it will pay the same to the extent that it is lawfully able to do so and any Arrears and accruals of dividends that remain outstanding shall continue to be at debt due from and immediately payable by the Company.
- (g) Subject to (h) and (l) below, the Conversion Ratio shall from time to time be adjusted in accordance with the provisions of the following
- (i) If A Preference Shares remain capable of being converted into new C Ordinary Shares and there is a consolidation and/or sub-division of C Ordinary Shares, the Conversion Ratio shall be adjusted by an amount, which in the opinion of the Board (with consent of the Investor Director) is fair and reasonable, to maintain the right to convert so as to ensure that each A Preference Shares is in no better or worse position as a result of such consolidation or sub-division, such adjustment to become effective immediately after such consolidation or sub-division.
- (ii) if A Preference Shares remain capable of being converted into C Ordinary Shares, on an allotment of fully-paid C Ordinary Shares pursuant to a capitalisation of profits or reserves to holders of C Ordinary Shares the Conversion Ratio shall be adjusted by an amount, which in the opinion of the Board (with consent of the Investor Director) is fair and reasonable, to maintain the right to convert so as to ensure that each A Preference Shareholder is in no better or worse position as a result of such capitalisation of profits or reserves, such adjustment to become effective as at the record date for such issue, or
- (lii) If the Option Pool is increased within a period of twenty-four (24) months from the date of adoption of these Articles to an amount greater than 10 per cent, of the fully diluted share capital of the Company Immediately following the issue of the first A Preference Shares (the "FD Cap") In such case the then effective Conversion Price shall be multiplied by a fraction, the numerator of which is the FD Cap and the denominator of which shall be the FD Cap plus the additional shares that have been added to the Option Pool
- (h) So long as any conversion rights of the A Preference Shares remain exercisable, the Company will not do any act or thing resulting in an adjustment of the Conversion Ratio pursuant to this clause 6 if the consequence of such act would involve the issue of shares at a discount to nominal value
- (I) If the aggregate nominal value of A Preference Shares converted into new C Ordinary Shares is more than the aggregate nominal value of the C Ordinary Shares, then the excess shall be dealt with in such manner as the Board may determine, subject to applicable law, with consent of the Investor Director. If the aggregate nominal value of the A Preference Shares converted into C Ordinary Shares is less than the aggregate nominal value of the C Ordinary Shares then, to the extent it is lawful to do so and provided the Company has sufficient reserves, the shortfall shall be paid up as to nominal value by way of bonus capitalisation from amounts standing to the credit of the share premium account or any other available reserves of the Company as determined by the Board (with consent of the Investor Director). If it is unlawful for the Company to so capitalise its reserves or such reserves are insufficient, then the holder of A Preference Shares so converted shall have the right to subscribe in cash for the nominal value shortfall.

In accordance with Section 555 of the Companies Act 2006

SHO1 - continuation page Return of allotment of shares

7

Statement of capital (Prescribed particulars of rights attached to shares)

Class of share

A Preference Shares (continued)

Prescribed particulars

- 6 Conversion of A Preference Shares (continued)
- (j) If any A Preference Shareholder becomes entitled to fractions of a C Ordinary Share as a result of conversion ("Fractional Holders"), the directors may (in their absolute discretion) deal with these fractions as they think fit on behalf of the Fractional Holders. In particular, the directors may aggregate and sell the fractions to a person for the best price reasonably obtainable and distribute the net proceeds of sale in due proportions among the Fractional Holders or may ignore fractions or accrue the benefit of such fractions to the Company rather than the Fractional Holder. For the purposes of completing any such sale of fractions, the chairman of the Company or, failing him, the secretary will be deemed to have been appointed the Fractional Holder's agent for the purpose of the sale.
- (k) If a doubt or dispute anses concerning an adjustment of the Conversion Ratio in accordance with 6(g), the Board shall refer the matter to the Auditors for determination who shall make available to all members their report and whose certificate as to the amount of the adjustment is, in the absence of manifest error, conclusive and binding on all concerned and their costs shall be met by the Company
- (I) If A Preference Shares remain capable of being converted into new C Ordinary Shares and C Ordinary Shares are offered by the Company by way of rights to holders of C Ordinary Shares (an "Offer By Way of Rights"), the Company shall on the making of each such offer, make a like offer to each A Preference Shareholder as if immediately before the record date for the Offer By Way Of Rights, his A Preference Shares had been converted into fully-paid C Ordinary Shares at the then applicable Conversion Ratio

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SH01

Return of allotment of shares

Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form The contact information you give will be visible to searchers of the public record

Contact name	Kristin Hanshaw
Company name	Macfarlanes LLP
Address 20	Cursitor Street
Post town	
County/Region	London
Postcode	E C 4 A 1 L T
Country Ur	nited Kingdom
DX	
Telephone +	44 20 7831 9222

Checklist

We may return the forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The company name and number match the information held on the public Register
- ☐ You have shown the date(s) of allotment in section 2
- ☐ You have completed all appropriate share details in section 3
- ☐ You have completed the appropriate sections of the Statement of Capital.
- ☐ You have signed the form

Important information

Please note that all information on this form will appear on the public record.

Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below.

For companies registered in England and Wales: The Registrar of Companies, Companies House, Crown Way, Cardiff, Wales, CF14 3UZ DX 33050 Cardiff

For companies registered in Scotland: The Registrar of Companies, Companies House, Fourth floor, Edinburgh Quay 2, 139 Fountainbridge, Edinburgh, Scotland, EH3 9FF DX ED235 Edinburgh 1 or LP - 4 Edinburgh 2 (Legal Post).

For companies registered in Northern Ireland: The Registrar of Companies, Companies House, Second Floor, The Linenhall, 32-38 Linenhall Street, Belfast, Northern Ireland, BT2 8BG DX 481 N R Belfast 1

Further information

For further information please see the guidance notes on the website at www.companieshouse gov.uk or email enquiries@companieshouse gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk