SH01

Return of allotment of shares



Laserform

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

- ./ What this form is for You may use this form to give notice of shares allotted following incorporation
- 💥 What this form is NOT fo What this form is NOT fo You cannot use this form to notice of shares taken by son formation of the compa for an allotment of a new c shares by an unlimited coi



A22 09/07/2015 COMPANIES HOUSE

1	Co	mpa	any c	details	5								
Company number Company name in full	0	0 8 0 7 0 5 2 5 Improbable Worlds Limited						→ Filling in this form Please complete in typescript or in bo'd black capitals					
		-		-									are mandatory unless or indicated by "
2			ento	iates									
From Date	°o	G Allotment date											
To Date	g.	d			E		y -	y y y				'from dat allo*ed o	y enter that date in the e' box. If shares were over a penod of time both 'from date' and 'io res
3 4	Sh	ares	s allo	otted									
		Please give details of the shares allotted, including bonus shares (Please use a continuation page if necessary)						If currency details are not completed we will assume currency is in pound sterling					
Class of shares (E g Ordinary/Preference etc.)			Cui	Currency 2		Number of shares allotted	Nominal value of each share		Amount j (including premium share				
A Preference		St	Sterling			16648		0 01		956.21	0.00		
				_	<u></u>		·						
	If t	the a	illotte ne co	d share	es are	fully or wh	or pa ich th	irtly paid up otherwine shares were allot	se than in car ted	sh, plea	ase		ation page ise a continuation page if ry
Details of non-cash consideration				· · · · · · ·		· <u>-</u> .			. <u>-</u>				
If a PLC, please attach valuation report (if appropriate)													
			"			_						OH=P025	

	SH01 Return of allotmer	nt of shares			
	Statement of cap	oital			
		ection 5 and Section 6, if capital at the date of this re		ct the	
4	Statement of cap	oital (Share capital in p	ound sterling (£))		
		each class of shares held i Section 4 and then go to		our	
Class of shares (E.g. Ordinary/Preference et	c)	Amount paid up on each share	Amount (if any) unpaid on each share	Number of shares 💋	Aggregate nominal value
A Ordinary Shar	ces	0.00	0.00	90000	£ 0 90
A Preference Sh	nares	956.21	0.00	16648	£ 166 48
A Preference Sh	nares	407.24	0 00	31966	£ 319 66
A Preference Sl	nares	285.06	0 00	4787	£ 47.87
			Totals	143401	£ 534 91
Currency Class of shares (E.g. Ordinary / Preference etc.)		Amount paid up on each share	Amount (if any) unpaid on each share	Number of shares 29	Aggregate nominal value @
			Totals		
0				2012	
Class of snares (E.g. Ordinary/Preference etc.)		Amount paid up on each share	Amount (if any) unpaid on each share	Number of shares 2	Aggregate nominal value 🚳
			Totals		
6		tal number of shares and to	otal aggregate nominal v		aggregate nominal value
Total number of shares	Issued share capital Please list to all aggregate values in different currencies separately. For				
Total aggregate nominal value @					
Including both the noming share premium Total number of issued	·	E g Number of shares is nominal value of each sh	nare Ple	ntinuation Pages ase use a Statement of Capit ge if necessary	tal construation

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Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)
	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	Prescribed particulars of rights attached to shares The particulars are
Class of share		a particulars of any voting rights, including rights that anse only in
Prescribed particulars		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		A separate table must be used for each class of share
Prescribed particulars		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	Societas Europaea If the form is being filed on behalf
Signature	Signature This form may be signed by Director , Secretary, Person authorised , Administrator, Administrative receiver,	of a Socretas Europaea (SE) please de'ere 'director and insert details or which organ of the SE the person signing has membership Person authorised Under either section 270 or 274 of the Companies Act 2006

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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 2015

- 1 On a vote Subject to article 21 6 2
- (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 a poll, subject always to Articles 14 1 to 14 3, and save for any vote required of the Shareholder Majority
- (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) 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 or the provisions of article 21 6 2 apply, the votes which would otherwise be allocated to such A Ordinary Shares or other shares held by Horizon Affiliates (as applicable) shall instead be allocated to the C Ordinary Shareholders and A Preference Shareholders excluding the Investor in respect of whom a Disenfranchisement Notice has been served or the Horizons Affiliates (as applicable), apportioned between such 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 first, in paying any Arrears or accruals of the Fixed Preference Dividend, and 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. 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

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

Class of share

Prescribed particulars

- 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 Article 21 3.1 in priority to any other payment to Shareholders pursuant to Article 21 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 Article 21 3.1 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 Article 21 3 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 Article 21.4.1 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 cut in Article 21.3 and each member agrees to take any action (to the extent lawful and within its control) required by an investor (other than a Horizons Affiliate if a Change of Control has occurred in respect of any Horizons Affiliate which holds shares) to ensure that the balance of the Sale Proceeds are distributed in the order of priority set out in Article 21.3, 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 snall be paid by continuing the distribution from the previous distribution of consideration in the order of pricrity set out in Article 21.3

In accordance with	
Section 555 of the	
Companies Act 2005	

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Return of allotment of shares

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

Class of share

Prescribed particulars

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 Article 21.3 provided always that if it is not lawful for the Company to distribute its surplus assets in accordance with the provisions of these Articles, the Shareholders shall, subject always to compliance with the Act, take any action required reasonably by the threstors (other than a Horizons Affiliate if a Change of Control has occurred in respect of any Horizons Affiliate which holds shares) (including, but without prejudice to the generality of this Article 21.5, actions that may be necessary to put the Company into voluntary liquidation) so that Article 21.3 applies

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Return of allotment of shares

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

Class of share

A Preference Shares

Prescribed particulars

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

1 On a vote

Subject to article 21 6 2

- (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 a poll, subject always to Articles 14 1 to 14 3, and save for any vote required of the Shareholder Majority (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) 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 or the provisions of article 21 6 2 apply, the votes which would otherwise be allocated to such A Ordinary Shares or other shares held by Horizon Affiliates (as applicable) shall instead be allocated to the C Ordinary Shareholders and A Preference Shareholders excluding the Investor in respect of whom a Disenfranchisement Notice has been served or the Horizons Affiliates (as applicable), apportioned between such 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 first in paying any Arrears or accruals of the Fixed Preference Dividend, and 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. 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.

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Return of allotment of shares

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

Class of share

Prescribed particulars

- On a return of capital or 1 quidation, winding-up or otherwise (including any redemption or purchase of shares by the Company), the surp'us assets of the Company remaining after payment of its liabilities shall be applied
- (a) first, in paying to the A Preference Sharenolders' (i) an amount equal to the Starting Price (subject to appropriate adjustment following any Bonus Issue or Reorganisation) of each Preference Share neld and (ii) any Arrears or accruals of the Fixed Preference Dividence 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 noldings 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 Article 21.3.1 in priority to any other payment to Shareholders pursuant to Article 21.3 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 Article 21.3.1 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 Article 21.3 and, for this purpose, any shares which are not to be transferred pursuant to such Sale shall be disregarded, (b) the directors snall not register any transfer of shares on a Sale if the Sale Proceeds are not distributed in accordance with Article 21.4.1 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 Article 21.3 and each member agrees to take any action (to the extent lawful and within its control) required by an Investor (other than a Horizons Affiliate if a Change of Control has occurred in respect of any Horizons Affiliate which holds snares) to ensure that the balance of the Sale Proceeds are distributed in the order of priority set out in Art.cle 21 3, and (c) in the event that the Sale Proceeds are distributed on more than one occasion (for any deferred or contingent consideration or
- (c) in the event that the Sale Proceeds are distributed on more tranone 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 Article 21.3.

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Return of allotment of shares



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

Class of share

Prescribed part culars

- 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 Article 21.3 provided always that if it is not lawful for the Company to distribute its surplus assets in accordance with the provisions of these Articles, the Shareholders shall, subject always to compliance with the Act, take any action required reasonably by the Investors (other than a Horizons Affiliate if a Change of Control has occurred in respect of any Horizons Affiliate which holds shares) (including, but without prejudice to the generality of this Article 21.5, actions that may be necessary to put the Company into voluntary liquidation) so that Article 21.3 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)Ail 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 the Investor Majority (which date shall be treated as the Conversion Date) requiring conversion of the A Preference Shares, or
- (ii) immediately upon the occurrence of a Gualifying IPO provided that conversion will be effective only immediately prior to such Gualifying 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 (i) Articles 22.1 and 22.2.1, not more than five Business Days after the Conversion Date or (ii) in the case of Article 22.2.2, 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

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Return of allotment of shares

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

Class of share

Prescribed particulars

- 6 Conversion of A Preference Shares (continued)
- (d) On the Conversion Date, the relevant A Preference Shares shall without furtner 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 their effective Conversion Price (the "Conversion Ratio"), and the C Ordinary Shares resulting from that conversion shall in all other respects rank pair 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
- (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 a debt due from and immediately payable by the Company.
- (g) Subject to Articles 22.8 and 22.9, the Conversion Ratio shall from time to time be adjusted in accordance with the provisions of this Article.
- (i) if A Preference Shares remain capable of being converted into new C Ordinary Shares and there is a consolidation and/or subdivision of C Ordinary Shares, the Conversion Ratio shall be adjusted by an amount, which in the opinion of the Board (with consent of each Investor Director appointed at the relevant time) 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,

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Return of allotment of shares



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

Class of share

- Prescribed particulars 16. Conversion of A Preference Snares (continued)
 - (i) if A Preference Shares remain capable of being converted into C Ordinary Shares on an allotment or fully-paid C Ordinary Shares pursuant to a capitalisation of profits or reserves to holders of C Ordinary Snares the Conversion Ratio shall be adjusted by an amount, which in the opinion of the Board (with consent of each Investor Director appointed at the relevant time) 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
 - (iii) if the Option Pool is prior to 9 March 2017 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 Article 22.7 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 Snares 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 the consent of each Investor Director appointed at the relevant time If the aggregate nominal value of the A Preference Snares 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 each Investor Director appointed at the relevant time) 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

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Return of allotment of shares

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

Class of share

Prescribed particulars

- 6 Conversion of A Preference Shares (continued)
- () If any A Preference Shareholder becomes entitled to fractions of a C Ordinary Share as a result of conversion ('Fractional Holders''), 'he 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 arises concerning an adjustment of the Conversion Ratio in accordance with Article 22.7, 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 snall 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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Presenter information	Important 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.	Please note that all information on this form will appear on the public record Where to send
	valere to send
Company name Macfarlares LLP	You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below
Address 20 Cursitor Street	For companies registered in England and Wales The Registrar of Companies, Companies House, Crown Way, Cardiff, Wales, CF14 3UZ DX 33050 Cardiff
Post town County/Region London Postcode E C 4 A 1 L T	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 Ecinburgh 2 (Legal Post)
County UK DX DX No 138 Charcery Lane Telephone +44 (0)20 7831 9222	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
Checklist	Further information
We may return the forms completed incorrectly or with information missing Please make sure you have remembered the following	For further information please see the guidance notes on the website at www companieshouse gov uk or email enquiries@companieshouse gov uk
 ☐ 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 	This form is available in an alternative format. Please visit the forms page on the website at www companieshouse gov.uk



COMPANY NAME:

IMPROBABLE WORLDS LIMITED

COMPANY NUMBER: 08070525

A second filed SH01 was registered on 28/09/2015