Companies House

SH01 (ef)

Return of Allotment of Shares

Company Name: **WHAT3WORDS LIMITED**
Company Number: **08430008**

Received for filing in Electronic Format on the: **27/06/2018**

X790AX0A

Shares Allotted (including bonus shares)

Date or period during which shares are allotted	From	To
	09/04/2018	**18/06/2018**

Class of Shares:	**SERIES C1**	Number allotted	**1512**
	PREFERRED	Nominal value of each share	**0.01**
	1P	Amount paid:	**3474.52**
Currency:	**GBP**	Amount unpaid:	**0**

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	**A1**	Number allotted	**3396**
	PREFERRED	Aggregate nominal value:	**33.96**
	1P		
Currency:	**GBP**		

Prescribed particulars

THE SERIES A1 PREFERRED SHARES SHALL RANK PARI PASSU WITH THE SERIES A2 PREFERRED SHARES AND SHALL FOR ALL PURPOSES BE DEEMED TO CONSTITUTE THE SAME CLASS OF SHARES, SAVE AS SET OUT BELOW. VOTING- EACH A PREFERRED SHARE SHALL ON A POLL CARRY ONE VOTE PER SHARE (ON AN AS CONVERTED BASIS). VOTES ON SHARES SHALL BE EXERCISED ON A POLL ONLY (AND NOT ON A SHOW OF HANDS). DIVIDENDS - ALL DIVIDENDS AND OTHER DISTRIBUTIONS SHALL BE PAID TO ALL HOLDERS OF THE A PREFERRED SHARES PRO RATA TO THE NUMBER OF SHARES (ON AN AS CONVERTED BASIS) HELD BY EACH SUCH PERSON AND SHALL NOT BE PAID UNLESS THE AMOUNT THEREOF HAS BEEN RECOMMENDED BY THE DIRECTORS AND DECLARED BY WAY OF ORDINARY RESOLUTION WITH THE APPROVAL OF AN INVESTOR MAJORITY, OTHER THAN WHERE SUCH DIVIDEND OR DISTRIBUTION IS MADE PURSUANT TO ARTICLE 8 (LIQUIDATION EVENT), A PERMITTED CAPITALISATION ISSUE OR A CAPITALISATION ISSUE APPROVED BY AN INVESTOR MAJORITY.

Class of Shares:	**A2**	Number allotted	**5828**
	PREFERRED	Aggregate nominal value:	**58.28**
	1P		
Currency:	**GBP**		

Prescribed particulars

THE SERIES A1 PREFERRED SHARES SHALL RANK PARI PASSU WITH THE SERIES A2 PREFERRED SHARES AND SHALL FOR ALL PURPOSES BE DEEMED TO CONSTITUTE THE SAME CLASS OF SHARES, SAVE AS SET OUT BELOW. VOTING EACH A PREFERRED SHARE SHALL ON A POLL CARRY ONE VOTE PER SHARE (ON AN AS CONVERTED BASIS). VOTES ON SHARES SHALL BE EXERCISED ON A POLL ONLY (AND NOT ON A SHOW OF HANDS). DIVIDENDS ALL DIVIDENDS AND OTHER DISTRIBUTIONS SHALL BE PAID TO ALL HOLDERS OF THE A PREFERRED SHARES PRO RATA TO THE NUMBER OF SHARES (ON AN AS CONVERTED BASIS) HELD BY EACH SUCH PERSON AND SHALL NOT BE PAID UNLESS

THE AMOUNT THEREOF HAS BEEN RECOMMENDED BY THE DIRECTORS AND DECLARED BY WAY OF ORDINARY RESOLUTION WITH THE APPROVAL OF AN INVESTOR MAJORITY, OTHER THAN WHERE SUCH DIVIDEND OR DISTRIBUTION IS MADE PURSUANT TO ARTICLE 8 (LIQUIDATION EVENT), A PERMITTED CAPITALISATION ISSUE OR A CAPITALISATION ISSUE APPROVED BY AN INVESTOR MAJORITY.

Class of Shares:	**C1**	Number allotted	**5542**
	PREFERRED	Aggregate nominal value:	**55.42**
Currency:	**GBP**		

Prescribed particulars

VOTING - EACH C PREFERRED SHARE SHALL, ON A POLL, CARRY ONE VOTE PER SHARE (ON AN AS CONVERTED BASIS). VOTES ON SHARES SHALL BE EXERCISED ON A POLL ONLY (AND NOT ON A SHOW OF HANDS). DIVIDENDS - ANY DIVIDENDS AND OTHER DISTRIBUTIONS SHALL BE PAID TO ALL HOLDERS OF SHARES PRO RATA TO THE NUMBER OF SHARES (ON AN AS CONVERTED BASIS) HELD BY EACH SUCH PERSON AND SHALL NOT BE PAID UNLESS THE AMOUNT THEREOF HAS BEEN RECOMMENDED BY THE DIRECTORS AND DECLARED BY WAY OF ORDINARY RESOLUTION WITH THE APPROVAL OF AN INVESTOR MAJORITY. EXCEPT FOR THOSE MADE PURSUANT TO ARTICLE 8 (LIQUIDATION EVENT), A PERMITTED CAPITALISATION ISSUE OR A CAPITALISATION ISSUE APPROVED BY AN INVESTOR MAJORITY. CAPITAL - THE A PREFERRED SHARES, THE C PREFERRED SHARES AND THE ORDINARY SHARES SHALL RANK PARI PASSU IN ALL RESPECTS (BUT SHALL CONSTITUTE SEPARATE CLASSES OF SHARES) EXCEPT FOR DIVIDENDS OR OTHER DISTRIBUTIONS MADE PURSUANT TO ARTICLE 8 (LIQUIDATION EVENT), A PERMITTED CAPITALISATION ISSUE OR A CAPITALISATION ISSUE APPROVED BY AN INVESTOR MAJORITY.

Class of Shares:	**ORDINARY**	Number allotted	**16943**
	1P	Aggregate nominal value:	**169.43**
Currency:	**GBP**		

Prescribed particulars

VOTING - EACH ORDINARY SHARE SHALL ON A POLL CARRY ONE VOTE PER SHARE. VOTES ON SHARES SHALL BE EXERCISED ON A POLL ONLY (AND NOT ON A SHOW OF HANDS) DIVIDENDS - ANY DIVIDENDS SHALL BE PAID TO ALL THE HOLDERS OF SHARES PRO RATA TO THE NUMBER OF SHARES (ON AN AS CONVERTED BASIS) HELD

BY EACH SUCH PERSON AND SHALL NOT BE PAID UNLESS THE AMOUNT THEREOF HAS BEEN RECOMMENDED BY THE DIRECTORS AND DECLARED BY WAY OF ORDINARY RESOLUTION WITH THE APPROVAL OF AN INVESTOR MAJORITY. EXCEPT FOR THOSE MADE PURSUANT TO ARTICLE 8 (LIQUIDATION EVENT), A PERMITTED CAPITALISATION ISSUE OR A CAPITALISATION ISSUE APPROVED BY AN INVESTOR MAJORITY. CAPITAL - THE A PREFERRED SHARES, THE C PREFERRED SHARES AND THE ORDINARY SHARES SHALL RANK PARI PASSU IN ALL RESPECTS (BUT SHALL CONSTITUTE SEPARATE CLASSES OF SHARES), EXCEPT FOR DIVIDENDS OR OTHER DISTRIBUTIONS MADE PURSUANT TO ARTICLE 8 (LIQUIDATION EVENT), A PERMITTED CAPITALISATION ISSUE OR A CAPITALISATION ISSUE APPROVED BY AN INVESTOR MAJORITY. REDEMPTION NOT REDEEMABLE.

Statement of Capital (Totals)

Currency:	**GBP**	Total number of shares:	**31709**
		Total aggregate nominal value:	**317.09**
		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.