

# RP04

## Second filing of a document previously delivered



**Diligent**

Business

### ✓ What this form is for

You can only use this form to file a second filing of a document delivered under the Companies Act 2006 on or after 1 October 2009 that held inaccuracies.

A second filing of a document must only be filed where it is providing corrected information that has been properly delivered but inaccuracies still appear on the register.

### ✗ What this form is NOT for

You cannot use this form to file a second filing of a document delivered under the Companies Act 1985 or the Companies (Northern Ireland) Order 1986 regardless of whether it was properly delivered.

A second filing of a document cannot be filed where it is providing information that was originally properly delivered. Form RP04 cannot be used in these circumstances.

For further information, please refer to our guidance at [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)



\*ABD2ZETK\*

A19

22/09/2022

#26

COMPANIES HOUSE

THURSDAY

## 1 Company details

Company number 0 8 5 1 5 9 4 0

Company name in full YOYO WALLET LIMITED

### → Filling in this form

Please complete in typescript or in bold black capitals.

All fields are mandatory unless specified or indicated by \*

## 2 Applicable documents

This form **only** applies to the following forms:

- AP01 Appointment of director
- AP02 Appointment of corporate director
- AP03 Appointment of secretary
- AP04 Appointment of corporate secretary
- CH01 Change of director's details
- CH02 Change of corporate director's details
- CH03 Change of secretary's details
- CH04 Change of corporate secretary's details
- TM01 Termination of appointment of director
- TM02 Termination of appointment of secretary
- SH01 Return of allotment of shares
- AR01 Annual Return
- CS01 Confirmation statement (Parts 1-5 only)
- PSC01 Notice of individual person with significant control (PSC)
- PSC02 Notice of relevant legal entity (RLE) with significant control
- PSC03 Notice of other registrable person (ORP) with significant control
- PSC04 Change of details of individual person with significant control (PSC)
- PSC05 Change of details of relevant legal entity (RLE) with significant control
- PSC06 Change of details of other registrable person (ORP) with significant control
- PSC07 Notice of ceasing to be a person with significant control (PSC), relevant legal entity (RLE), or other registrable person (ORP)
- PSC08 Notification of PSC statements
- PSC09 Update to PSC statements

# RP04

Second filing of a document previously delivered

## 3 Description of the original document

Document type ①

Form SH01

### ① Description of the original document

Please enter the document type (e.g. a Return of allotment of shares—SH01) and any distinguishing information if more than one document of that type was filed on the same day.

Date of registration of the original document

<sup>d</sup>2 <sup>d</sup>3

<sup>m</sup>0 <sup>m</sup>4

<sup>y</sup>2 <sup>y</sup>0 <sup>y</sup>1 <sup>y</sup>5

## 4 Section 243 or 790ZF Exemption ②

If you are applying for, or have been granted, exemption under section 243 or 790ZF of the Companies Act 2006 and the document(s) you are updating contain(s) your usual residential address, please post this form along with the updated document(s) to the address below:

The Registrar of Companies, PO BOX 4082, Cardiff, CF14 3WE.

② If you are currently in the process of applying for or have been granted a Section 243 or 790ZF exemption, you may wish to check that you have not entered your usual residential address as the service address in the accompanying form (e.g. AP01 or CH01).

RP04

Second filing of a document previously delivered



### 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 **Christine Blackman**

Company name **Withers LLP**

Address **Third Floor**

**20 Old Bailey**

Post town **London**

County/Region

Postcode **E C 4 M 7 A N**

Country **United Kingdom**

DX

Telephone **0207 597 6000**



### Checklist

**We may return 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 can only use this form to file a second filing of a document delivered to the Registrar of Companies under the Companies Act 2006 on or after 1 October 2009 that held inaccuracies.
- ☐ If you are updating a document where you have previously paid a fee, do not send a fee along with this form.
- ☐ You have enclosed the second filed document(s).
- ☐ If the company to which this document relates has signed up to the PROOF (PROtected Online Filing) scheme, you must also deliver with this form, and the second filed document(s), a PR03 form 'Consent for paper filing.'



### 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.

#### **Section 243 or 790ZF exemption**

If you are applying for or have been granted a section 243 or 790ZF exemption, please post this whole form to the different postal address below:

The Registrar of Companies, PO Box 4082,  
Cardiff, CF14 3WE.



### Further information

For further information, please see the guidance notes on the website at [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse) or email [enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk)

**This form is available in an alternative format. Please visit the forms page on the website at [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)**

In accordance with  
Section 555 of the  
Companies Act 2006.

# SH01

## Return of allotment of shares



Go online to file this information  
[www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

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

☐ **What this form is NOT for**  
You cannot use this form to give  
notice of shares taken by subscrip  
on formation of the company or  
for an allotment of a new class  
shares by an unlimited company

A19

22/09/2022

#54

COMPANIES HOUSE

### 1 Company details

Company number 0 8 5 1 5 9 4 0

Company name in full YOYO WALLET LIMITED

#### → Filling in this form

Please complete in typescript or in  
bold black capitals.

All fields are mandatory unless  
specified or indicated by \*

### 2 Allotment dates <sup>①</sup>

From Date <sup>d</sup> 1 <sup>d</sup> 4 <sup>m</sup> 0 <sup>m</sup> 4 <sup>y</sup> 2 <sup>y</sup> 0 <sup>y</sup> 1 <sup>y</sup> 5

To Date <sup>d</sup> <sup>d</sup> <sup>m</sup> <sup>m</sup> <sup>y</sup> <sup>y</sup> <sup>y</sup> <sup>y</sup>

#### ① 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.

### 3 Shares allotted

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

#### ② Currency

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

| Currency <sup>②</sup> | Class of shares<br>(E.g. Ordinary/Preference etc.) | Number of shares<br>allotted | Nominal value of<br>each share | Amount paid<br>(including share<br>premium) on each<br>share | Amount (if any)<br>unpaid (including<br>share premium) on<br>each share |
|-----------------------|--|------------------------------|--------------------------------|--|---|
| GBP                   | SERIES A PREFERRED                                 | 1,101,406                    | 0.0001                         | 5.4161   | 0.00  |
|                       |  |                              |                                |  |   |
|                       |  |                              |                                |  |   |

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)

SH01

## Return of allotment of shares

4

## Statement of capital

Complete the table(s) below to show the issued share capital at the date to which this return is made up.

**Complete a separate table for each currency (if appropriate).** For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

Please use a Statement of Capital continuation page if necessary.

| Currency<br>Complete a separate table for each currency | Class of shares<br>E.g. Ordinary/Preference etc. | Number of shares       | Aggregate nominal value<br>(£, €, \$, etc)<br>Number of shares issued multiplied by nominal value | Total aggregate amount unpaid, if any (£, €, \$, etc)<br>Including both the nominal value and any share premium |
|---|--|------------------------|---|---|
| <b>Currency table A</b>                                 |  |                        |   |   |
| GBP   | See attached schedule                            |                        |   |   |
|   |  |                        |   |   |
|   |  |                        |   |   |
| <b>Totals</b>   |  |                        |   |   |
| <b>Currency table B</b>                                 |  |                        |   |   |
|   |  |                        |   |   |
|   |  |                        |   |   |
|   |  |                        |   |   |
| <b>Totals</b>   |  |                        |   |   |
| <b>Currency table C</b>                                 |  |                        |   |   |
|   |  |                        |   |   |
|   |  |                        |   |   |
|   |  |                        |   |   |
| <b>Totals</b>   |  |                        |   |   |
| <b>Totals (including continuation pages)</b>            |  | Total number of shares | Total aggregate nominal value ❶   | Total aggregate amount unpaid ❶   |
|   |  | 3,420,294              | £342.0294   | £0.00   |

❶ Please list total aggregate values in different currencies separately.  
For example: £100 + €100 + \$10 etc.

## 4

Complete the table below to show the issued share capital. Complete a separate table for each currency.

CHFP010  
06/16 Version 6.0

SH01

Return of allotment of shares

5

**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 share capital tables in Section 4.

**❶ Prescribed particulars of rights attached to shares**

The particulars are:

- a particulars of any voting rights, 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.

A separate table must be used for each class of share.

**Continuation page**

Please use a Statement of Capital continuation page if necessary.

Class of share

ORDINARY

Prescribed particulars

❶

See attached schedule

Class of share

SERIES 1 SEED PREFERRED

Prescribed particulars

❶

See attached schedule

Class of share

SERIES 2 SEED PREFERRED

Prescribed particulars

❶

See attached schedule

6

**Signature**

I am signing this form on behalf of the company.

Signature

Signature

X

DocuSigned by:

Robynne McMartin

4F60C17D75D94EB

X

**❶ Societas Europaea**

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.

**❶ Person authorised**

Under either section 270 or 274 of the Companies Act 2006.

This form may be signed by:

Director ❶, Secretary, Person authorised ❶, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

In accordance with  
Section 555 of the  
Companies Act 2006.

## SH01 - continuation page

### Return of allotment of shares

#### 5 Statement of capital (prescribed particulars of rights attached to shares)

| Class of share         | ORDINARY   |
|------------------------|--|
| Prescribed particulars | <p>VOTING - THE ORDINARY SHARES SHALL CONFER ON EACH HOLDER OF ORDINARY SHARES THE RIGHT TO RECEIVE NOTICE OF AND TO ATTEND, SPEAK AND VOTE AT ALL GENERAL MEETINGS OF THE COMPANY AND TO RECEIVE AND VOTE ON PROPOSED WRITTEN RESOLUTIONS OF THE COMPANY.</p> <p>DIVIDENDS - THE ORDINARY SHARES HAVE ATTACHED TO THEM FULL DIVIDEND RIGHTS.</p> <p>CAPITAL DISTRIBUTION - ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE OF SHARES UNRELATED TO THE SAME) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO): (A) FIRST IN PAYING TO EACH OF THE SERIES A SHAREHOLDERS (OTHER THAN THE EIS INVESTORS), IN PRIORITY TO ANY OTHER CLASSES OF SHARES, AN AMOUNT PER SHARE HELD EQUAL TO THE SERIES A PREFERENCE AMOUNT FOR EACH SERIES A SHARE HELD (PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY THE AMOUNTS PER SHARE EQUAL TO THE SERIES A PREFERENCE AMOUNT, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE SERIES A SHAREHOLDERS (OTHER THAN THE EIS INVESTORS) PRO RATA TO THEIR RESPECTIVE HOLDINGS OF SERIES A SHARES); (B) SECOND IN PAYING TO EACH OF THE SERIES 2 SEED SHAREHOLDERS (OTHER THAN THE EIS INVESTORS), IN PRIORITY TO ANY OTHER CLASSES OF SHARES, AN AMOUNT PER SHARE HELD EQUAL TO THE SERIES 2 PREFERENCE AMOUNT FOR EACH SERIES 2 SEED SHARE HELD (PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY THE AMOUNTS PER SHARE EQUAL TO THE SERIES 2 PREFERENCE AMOUNT, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE SERIES 2 SEED SHAREHOLDERS (OTHER THAN THE EIS INVESTORS) PRO RATA TO THEIR RESPECTIVE HOLDINGS OF SERIES 2 SEED SHARES); (C) THIRD IN PAYING TO EACH OF THE SERIES 1 SEED SHAREHOLDERS (OTHER THAN THE EIS INVESTORS), IN PRIORITY TO ANY OTHER CLASSES OF SHARES (SAVE FOR THE SERIES 2 SEED SHARES), AN AMOUNT PER SHARE HELD EQUAL TO THE SERIES 1 PREFERENCE AMOUNT FOR EACH SERIES 1 SEED SHARE HELD (PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY THE AMOUNTS PER SHARE EQUAL TO THE SERIES 1 PREFERENCE AMOUNT, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE SERIES 1 SEED SHAREHOLDERS (OTHER THAN THE EIS INVESTORS) PRO RATA TO THEIR RESPECTIVE HOLDINGS OF SERIES 1 SEED SHARES); (D) FOURTH IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES, IF ANY, A TOTAL OF £1.00 FOR THE ENTIRE CLASS OF DEFERRED SHARES (WHICH PAYMENT SHALL BE DEEMED SATISFIED BY PAYMENT TO ANY ONE HOLDER OF DEFERRED SHARES), AND (E) THE BALANCE OF THE SURPLUS ASSETS (IF ANY) SHALL BE DISTRIBUTED AMONG THE EIS INVESTORS AND THE HOLDERS OF ORDINARY SHARES PRO RATA TO THE NUMBER OF SERIES 2 SEED SHARES, SERIES 1 SEED SHARES, SERIES A SHARES AND ORDINARY SHARES HELD.</p> <p>REDEMPTION - THE ORDINARY SHARES DO NOT CONFER ANY RIGHTS OF REDEMPTION.</p> |

In accordance with  
Section 555 of the  
Companies Act 2006.

# SH01 - continuation page

## Return of allotment of shares

| 5                      | Statement of capital (prescribed particulars of rights attached to shares)   |  |
|------------------------|--|--|
| Class of share         | SERIES 1 SEED PREFERRED  |  |
| Prescribed particulars | <p>VOTING - THE SERIES SEED SHARES SHALL CONFER ON EACH HOLDER OF SERIES SEED SHARES THE RIGHT TO RECEIVE NOTICE OF AND TO ATTEND, SPEAK AND VOTE AT ALL GENERAL MEETINGS OF THE COMPANY AND TO RECEIVE AND VOTE ON PROPOSED WRITTEN RESOLUTIONS OF THE COMPANY.</p> <p>DIVIDENDS - THE SERIES 1 PREFERRED SHARES HAVE ATTACHED TO THEM FULL DIVIDEND RIGHTS.</p> <p>CAPITAL DISTRIBUTION - ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE OF SHARES UNRELATED TO THE SAME) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO): (A) FIRST IN PAYING TO EACH OF THE SERIES A SHAREHOLDERS (OTHER THAN THE EIS INVESTORS), IN PRIORITY TO ANY OTHER CLASSES OF SHARES, AN AMOUNT PER SHARE HELD EQUAL TO THE SERIES A PREFERENCE AMOUNT FOR EACH SERIES A SHARE HELD (PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY THE AMOUNTS PER SHARE EQUAL TO THE SERIES A PREFERENCE AMOUNT, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE SERIES A SHAREHOLDERS (OTHER THAN THE EIS INVESTORS) PRO RATA TO THEIR RESPECTIVE HOLDINGS OF SERIES A SHARES); (B) SECOND IN PAYING TO EACH OF THE SERIES 2 SEED SHAREHOLDERS (OTHER THAN THE EIS INVESTORS), IN PRIORITY TO ANY OTHER CLASSES OF SHARES, AN AMOUNT PER SHARE HELD EQUAL TO THE SERIES 2 PREFERENCE AMOUNT FOR EACH SERIES 2 SEED SHARE HELD (PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY THE AMOUNTS PER SHARE EQUAL TO THE SERIES 2 PREFERENCE AMOUNT, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE SERIES 2 SEED SHAREHOLDERS (OTHER THAN THE EIS INVESTORS) PRO RATA TO THEIR RESPECTIVE HOLDINGS OF SERIES 2 SEED SHARES); (C) THIRD IN PAYING TO EACH OF THE SERIES 1 SEED SHAREHOLDERS (OTHER THAN THE EIS INVESTORS), IN PRIORITY TO ANY OTHER CLASSES OF SHARES (SAVE FOR THE SERIES 2 SEED SHARES), AN AMOUNT PER SHARE HELD EQUAL TO THE SERIES 1 PREFERENCE AMOUNT FOR EACH SERIES 1 SEED SHARE HELD (PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY THE AMOUNTS PER SHARE EQUAL TO THE SERIES 1 PREFERENCE AMOUNT, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE SERIES 1 SEED SHAREHOLDERS (OTHER THAN THE EIS INVESTORS) PRO RATA TO THEIR RESPECTIVE HOLDINGS OF SERIES 1 SEED SHARES); (D) FOURTH IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES, IF ANY, A TOTAL OF £1.00 FOR THE ENTIRE CLASS OF DEFERRED SHARES (WHICH PAYMENT SHALL BE DEEMED SATISFIED BY PAYMENT TO ANY ONE HOLDER OF DEFERRED SHARES), AND (E) THE BALANCE OF THE SURPLUS ASSETS (IF ANY) SHALL BE DISTRIBUTED AMONG THE EIS INVESTORS AND THE HOLDERS OF ORDINARY SHARES PRO RATA TO THE NUMBER OF SERIES 2 SEED SHARES, SERIES 1 SEED SHARES, SERIES A SHARES AND ORDINARY SHARES HELD.</p> <p>REDEMPTION - THE SERIES 1 PREFERRED SHARES DO NOT CONFER ANY RIGHTS OF REDEMPTION.</p> |  |

In accordance with  
Section 555 of the  
Companies Act 2006.

## SH01 - continuation page

### Return of allotment of shares

#### 5 Statement of capital (prescribed particulars of rights attached to shares)

| Class of share         | SERIES 2 SEED PREFERRED  |
|------------------------|--|
| Prescribed particulars | <p>VOTING - THE SERIES SEED SHARES SHALL CONFER ON EACH HOLDER OF SERIES SEED SHARES THE RIGHT TO RECEIVE NOTICE OF AND TO ATTEND, SPEAK AND VOTE AT ALL GENERAL MEETINGS OF THE COMPANY AND TO RECEIVE AND VOTE ON PROPOSED WRITTEN RESOLUTIONS OF THE COMPANY.</p> <p>DIVIDENDS - THE SERIES 2 PREFERRED SHARES HAVE ATTACHED TO THEM FULL DIVIDEND RIGHTS.</p> <p>CAPITAL DISTRIBUTION - ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE OF SHARES UNRELATED TO THE SAME) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO): (A) FIRST IN PAYING TO EACH OF THE SERIES A SHAREHOLDERS (OTHER THAN THE EIS INVESTORS), IN PRIORITY TO ANY OTHER CLASSES OF SHARES, AN AMOUNT PER SHARE HELD EQUAL TO THE SERIES A PREFERENCE AMOUNT FOR EACH SERIES A SHARE HELD (PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY THE AMOUNTS PER SHARE EQUAL TO THE SERIES A PREFERENCE AMOUNT, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE SERIES A SHAREHOLDERS (OTHER THAN THE EIS INVESTORS) PRO RATA TO THEIR RESPECTIVE HOLDINGS OF SERIES A SHARES); (B) SECOND IN PAYING TO EACH OF THE SERIES 2 SEED SHAREHOLDERS (OTHER THAN THE EIS INVESTORS), IN PRIORITY TO ANY OTHER CLASSES OF SHARES, AN AMOUNT PER SHARE HELD EQUAL TO THE SERIES 2 PREFERENCE AMOUNT FOR EACH SERIES 2 SEED SHARE HELD (PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY THE AMOUNTS PER SHARE EQUAL TO THE SERIES 2 PREFERENCE AMOUNT, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE SERIES 2 SEED SHAREHOLDERS (OTHER THAN THE EIS INVESTORS) PRO RATA TO THEIR RESPECTIVE HOLDINGS OF SERIES 2 SEED SHARES); (C) THIRD IN PAYING TO EACH OF THE SERIES 1 SEED SHAREHOLDERS (OTHER THAN THE EIS INVESTORS), IN PRIORITY TO ANY OTHER CLASSES OF SHARES (SAVE FOR THE SERIES 2 SEED SHARES), AN AMOUNT PER SHARE HELD EQUAL TO THE SERIES 1 PREFERENCE AMOUNT FOR EACH SERIES 1 SEED SHARE HELD (PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY THE AMOUNTS PER SHARE EQUAL TO THE SERIES 1 PREFERENCE AMOUNT, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE SERIES 1 SEED SHAREHOLDERS (OTHER THAN THE EIS INVESTORS) PRO RATA TO THEIR RESPECTIVE HOLDINGS OF SERIES 1 SEED SHARES); (D) FOURTH IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES, IF ANY, A TOTAL OF £1.00 FOR THE ENTIRE CLASS OF DEFERRED SHARES (WHICH PAYMENT SHALL BE DEEMED SATISFIED BY PAYMENT TO ANY ONE HOLDER OF DEFERRED SHARES), AND (E) THE BALANCE OF THE SURPLUS ASSETS (IF ANY) SHALL BE DISTRIBUTED AMONG THE EIS INVESTORS AND THE HOLDERS OF ORDINARY SHARES PRO RATA TO THE NUMBER OF SERIES 2 SEED SHARES, SERIES 1 SEED SHARES, SERIES A SHARES AND ORDINARY SHARES HELD.</p> <p>REDEMPTION - THE SERIES 2 PREFERRED SHARES DO NOT CONFER ANY RIGHTS OF REDEMPTION.</p> |

In accordance with  
Section 555 of the  
Companies Act 2006.

## SH01 - continuation page

### Return of allotment of shares

5

#### Statement of capital (prescribed particulars of rights attached to shares)

| Class of share         | SERIES A PREFERRED   |
|------------------------|--|
| Prescribed particulars | <p>VOTING - THE SERIES A SHARES SHALL CONFER ON EACH HOLDER OF SERIES A SHARES THE RIGHT TO RECEIVE NOTICE OF AND TO ATTEND, SPEAK AND VOTE AT ALL GENERAL MEETINGS OF THE COMPANY AND TO RECEIVE AND VOTE ON PROPOSED WRITTEN RESOLUTIONS OF THE COMPANY.</p> <p>DIVIDENDS - THE SERIES A SHARES HAVE ATTACHED TO THEM FULL DIVIDEND RIGHTS.</p> <p>CAPITAL DISTRIBUTION - ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE OF SHARES UNRELATED TO THE SAME) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO): (A) FIRST IN PAYING TO EACH OF THE SERIES A SHAREHOLDERS (OTHER THAN THE EIS INVESTORS), IN PRIORITY TO ANY OTHER CLASSES OF SHARES, AN AMOUNT PER SHARE HELD EQUAL TO THE SERIES A PREFERENCE AMOUNT FOR EACH SERIES A SHARE HELD (PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY THE AMOUNTS PER SHARE EQUAL TO THE SERIES A PREFERENCE AMOUNT, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE SERIES A SHAREHOLDERS (OTHER THAN THE EIS INVESTORS) PRO RATA TO THEIR RESPECTIVE HOLDINGS OF SERIES A SHARES), (B) SECOND IN PAYING TO EACH OF THE SERIES 2 SEED SHAREHOLDERS (OTHER THAN THE EIS INVESTORS), IN PRIORITY TO ANY OTHER CLASSES OF SHARES, AN AMOUNT PER SHARE HELD EQUAL TO THE SERIES 2 PREFERENCE AMOUNT FOR EACH SERIES 2 SEED SHARE HELD (PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY THE AMOUNTS PER SHARE EQUAL TO THE SERIES 2 PREFERENCE AMOUNT, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE SERIES 2 SEED SHAREHOLDERS (OTHER THAN THE EIS INVESTORS) PRO RATA TO THEIR RESPECTIVE HOLDINGS OF SERIES 2 SEED SHARES); (C) THIRD IN PAYING TO EACH OF THE SERIES 1 SEED SHAREHOLDERS (OTHER THAN THE EIS INVESTORS), IN PRIORITY TO ANY OTHER CLASSES OF SHARES (SAVE FOR THE SERIES 2 SEED SHARES), AN AMOUNT PER SHARE HELD EQUAL TO THE SERIES 1 PREFERENCE AMOUNT FOR EACH SERIES 1 SEED SHARE HELD (PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY THE AMOUNTS PER SHARE EQUAL TO THE SERIES 1 PREFERENCE AMOUNT, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE SERIES 1 SEED SHAREHOLDERS (OTHER THAN THE EIS INVESTORS) PRO RATA TO THEIR RESPECTIVE HOLDINGS OF SERIES 1 SEED SHARES); (D) FOURTH IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES, IF ANY, A TOTAL OF £1.00 FOR THE ENTIRE CLASS OF DEFERRED SHARES (WHICH PAYMENT SHALL BE DEEMED SATISFIED BY PAYMENT TO ANY ONE HOLDER OF DEFERRED SHARES), AND (E) THE BALANCE OF THE SURPLUS ASSETS (IF ANY) SHALL BE DISTRIBUTED AMONG THE EIS INVESTORS AND THE HOLDERS OF ORDINARY SHARES PRO RATA TO THE NUMBER OF SERIES 2 SEED SHARES, SERIES 1 SEED SHARES, SERIES A SHARES AND ORDINARY SHARES HELD.</p> <p>REDEMPTION - THE SERIES A SHARES DO NOT CONFER ANY RIGHTS OF REDEMPTION.</p> |

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 TEMPLECO CORPORATE SERVICES

Company name WITHERS LLP

Address THIRD FLOOR

20 OLD BAILEY

Post town LONDON

County/Region

Postcode E C 4 M 7 A N

Country United Kingdom

DX 160 LONDON CHANCERY LANE

Telephone 0207 597 6427

**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 relevant 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.gov.uk/companieshouse](http://www.gov.uk/companieshouse) or email [enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk)

**This form is available in an alternative format. Please visit the forms page on the website at [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)**