

**Return of Allotment of Shares**Company Name: **SMARTUP.IO LIMITED**Company Number: **08855163**Received for filing in Electronic Format on the: **15/06/2021**

XA60QV2B

**Shares Allotted (including bonus shares)**

Date or period during which shares are allotted	From	To
	<b>12/04/2021</b>	

<b>Class of Shares:</b>	<b>SERIES B</b>	Number allotted	<b>6218937</b>
	<b>PREFERRED</b>	Nominal value of each share	<b>0.000001</b>
	<b>SHARES</b>	Amount paid:	<b>0.0282</b>
Currency:	<b>GBP</b>	Amount unpaid:	<b>0</b>

No shares allotted other than for cash

<b>Class of Shares:</b>	<b>SERIES B</b>	Number allotted	<b>21580013</b>
	<b>PREFERRED</b>	Nominal value of each share	<b>0.000001</b>
	<b>SHARES</b>	Amount paid:	<b>0.0226</b>
Currency:	<b>GBP</b>	Amount unpaid:	<b>0</b>

Non-cash consideration

**THE 21,580,013 SERIES B PREFERRED SHARES WERE ALLOTTED IN CONSIDERATION OF THE CONVERSION OF LOAN NOTES.**

<b>Class of Shares:</b>	<b>SERIES B</b>	Number allotted	<b>5414226</b>
	<b>PREFERRED</b>	Nominal value of each share	<b>0.000001</b>
	<b>SHARES</b>	Amount paid:	<b>0.0226</b>
Currency:	<b>GBP</b>	Amount unpaid:	<b>0</b>

Non-cash consideration

**THE 5,414,226 SERIES B SHARES WERE ALLOTTED IN SATISFACTION OF CERTAIN LOAN AGREEMENTS.**

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# Statement of Capital (Share Capital)

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Class of Shares:	ORDINARY	Number allotted	12551379
Currency:	GBP	Aggregate nominal value:	12.551379
Prescribed particulars			

VOTING THE HOLDERS OF THE ORDINARY SHARES SHALL HAVE THE RIGHT TO RECEIVE NOTICE OF AND ATTEND AND VOTE AND SPEAK AT ANY GENERAL MEETING OF THE COMPANY AND SHALL BE ENTITLED TO VOTE ON ANY WRITTEN RESOLUTION OF THE COMPANY. SAVE, IN EACH CASE, AS PROVIDED OTHERWISE IN THE COMPANIES ACT 2006, EACH HOLDER PRESENT IN PERSON OR BY PROXY OR BY REPRESENTATIVE SHALL BE ENTITLED ON A SHOW OF HANDS TO ONE VOTE AND ON A POLL OR WRITTEN RESOLUTION TO ONE VOTE FOR EACH ORDINARY SHARE HELD BY HIM. INCOME ANY PROFITS WHICH THE COMPANY OR BOARD MAY DETERMINE TO DISTRIBUTE SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE ORDINARY SHARES, SERIES A SHARES AND SERIES B SHARES (EQUALLY AS IF THEY WERE ONE CLASS OF SHARE) PRO RATA ACCORDING TO THE NUMBER OF SUCH SHARES HELD. CAPITAL ON A RETURN OF ASSETS ON LIQUIDATION OR CAPITAL REDUCTION OR OTHERWISE (EXCEPT UPON THE REDEMPTION OF SHARES OF ANY CLASS OR THE PURCHASE BY THE COMPANY OF ITS OWN SHARES), THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER THE PAYMENT OF ITS LIABILITIES SHALL BE DISTRIBUTED IN THE FOLLOWING MANNER AND ORDER OF PRIORITY: (A) FIRST, IN PAYING TO THE HOLDERS OF THE SERIES B PREFERRED SHARES AN AMOUNT PER SERIES B PREFERRED SHARE EQUAL TO THE PREFERENCE AMOUNT (AS DEFINED IN THE COMPANY'S ARTICLES), PROVIDED THAT IF THERE ARE INSUFFICIENT ASSETS TO PAY THE AMOUNTS PER SHARE EQUAL TO THE PREFERENCE AMOUNT OF ALL THE SERIES B PREFERRED SHARES IN ISSUE AT THAT TIME, THE AVAILABLE SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE HOLDERS OF THE SERIES B PREFERRED SHARES PRO RATA ACCORDING TO THE AMOUNTS PAID UP ON OF THEIR RESPECTIVE SERIES B PREFERRED SHARES; (B) SECOND, IN PAYING TO THE HOLDERS OF THE SERIES A PREFERRED SHARES AN AMOUNT PER SERIES A PREFERRED SHARE EQUAL TO THE PREFERENCE AMOUNT, PROVIDED THAT IF THERE ARE INSUFFICIENT ASSETS TO PAY THE AMOUNTS PER SHARE EQUAL TO THE PREFERENCE AMOUNT OF ALL THE SERIES A PREFERRED SHARES IN ISSUE AT THAT TIME, THE AVAILABLE SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE HOLDERS OF THE SERIES A PREFERRED SHARES PRO RATA ACCORDING TO THE AMOUNTS PAID UP ON OF THEIR RESPECTIVE SERIES A PREFERRED SHARES; (C) THIRD, 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 (D) THE BALANCE OF THE SURPLUS ASSETS (IF ANY) SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE ORDINARY SHARES IN PROPORTION TO THE NUMBER OF ORDINARY SHARES HELD BY THEM RESPECTIVELY. REDEMPTION THE ORDINARY SHARES ARE NOT REDEEMABLE.

<b>Class of Shares:</b>	<b>SERIES</b>	Number allotted	<b>2627000</b>
	<b>A</b>	Aggregate nominal value:	<b>2.627</b>
	<b>PREFERRED</b>		
Currency:	<b>GBP</b>		
Prescribed particulars			

VOTING THE HOLDERS OF THE SERIES A PREFERRED SHARES SHALL HAVE THE RIGHT TO RECEIVE NOTICE OF AND ATTEND AND VOTE AND SPEAK AT ANY GENERAL MEETING OF THE COMPANY AND SHALL BE ENTITLED TO VOTE ON ANY WRITTEN RESOLUTION OF THE COMPANY. SAVE, IN EACH CASE, AS PROVIDED OTHERWISE IN THE COMPANIES ACT 2006, EACH HOLDER PRESENT IN PERSON OR BY PROXY OR BY REPRESENTATIVE SHALL BE ENTITLED ON A SHOW OF HANDS TO ONE VOTE AND ON A POLL OR WRITTEN RESOLUTION TO ONE VOTE FOR EACH SERIES A PREFERRED SHARE HELD BY HIM. INCOME ANY PROFITS WHICH THE COMPANY OR BOARD MAY DETERMINE TO DISTRIBUTE SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE ORDINARY SHARES, SERIES A PREFERRED SHARES AND SERIES B PREFERRED SHARES (EQUALLY AS IF THEY WERE ONE CLASS OF SHARE) PRO RATA ACCORDING TO THE NUMBER OF SUCH SHARES HELD. CAPITAL ON A RETURN OF ASSETS ON LIQUIDATION OR CAPITAL REDUCTION OR OTHERWISE (EXCEPT UPON THE REDEMPTION OF SHARES OF ANY CLASS OR THE PURCHASE BY THE COMPANY OF ITS OWN SHARES), THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER THE PAYMENT OF ITS LIABILITIES SHALL BE DISTRIBUTED IN THE FOLLOWING MANNER AND ORDER OF PRIORITY: (A) FIRST, IN PAYING TO THE HOLDERS OF THE SERIES B PREFERRED SHARES AN AMOUNT PER SERIES B PREFERRED SHARE EQUAL TO THE PREFERENCE AMOUNT (AS DEFINED IN THE COMPANY'S ARTICLES), PROVIDED THAT IF THERE ARE INSUFFICIENT ASSETS TO PAY THE AMOUNTS PER SHARE EQUAL TO THE PREFERENCE AMOUNT OF ALL THE SERIES B PREFERRED SHARES IN ISSUE AT THAT TIME, THE AVAILABLE SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE HOLDERS OF THE SERIES B PREFERRED SHARES PRO RATA ACCORDING TO THE AMOUNTS PAID UP ON OF THEIR RESPECTIVE SERIES B PREFERRED SHARES; (B) SECOND, IN PAYING TO THE HOLDERS OF THE SERIES A PREFERRED SHARES AN AMOUNT PER SERIES A PREFERRED SHARE EQUAL TO THE PREFERENCE AMOUNT, PROVIDED THAT IF THERE ARE INSUFFICIENT ASSETS TO PAY THE AMOUNTS PER SHARE EQUAL TO THE PREFERENCE AMOUNT OF ALL THE SERIES A PREFERRED SHARES IN ISSUE AT THAT TIME, THE AVAILABLE SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE HOLDERS OF THE SERIES A PREFERRED SHARES PRO RATA ACCORDING TO THE AMOUNTS PAID UP ON OF THEIR RESPECTIVE SERIES A PREFERRED SHARES; (C) THIRD, 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 (D) THE BALANCE OF THE SURPLUS ASSETS (IF ANY) SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE ORDINARY SHARES IN PROPORTION TO THE NUMBER OF ORDINARY SHARES HELD BY THEM RESPECTIVELY. REDEMPTION THE SERIES A PREFERRED SHARES ARE NOT REDEEMABLE.

<b>Class of Shares:</b>	<b>SERIES</b>	Number allotted	<b>33213176</b>
	<b>B</b>	Aggregate nominal value:	<b>33.213176</b>
	<b>PREFERRED</b>		
Currency:	<b>GBP</b>		
Prescribed particulars			

VOTING THE HOLDERS OF THE SERIES B PREFERRED SHARES SHALL HAVE THE RIGHT TO RECEIVE NOTICE OF AND ATTEND AND VOTE AND SPEAK AT ANY GENERAL MEETING OF THE COMPANY AND SHALL BE ENTITLED TO VOTE ON ANY WRITTEN RESOLUTION OF THE COMPANY. SAVE, IN EACH CASE, AS PROVIDED OTHERWISE IN THE COMPANIES ACT 2006, EACH HOLDER PRESENT IN PERSON OR BY PROXY OR BY REPRESENTATIVE SHALL BE ENTITLED ON A SHOW OF HANDS TO ONE VOTE AND ON A POLL OR WRITTEN RESOLUTION TO ONE VOTE FOR EACH SERIES B PREFERRED SHARE HELD BY HIM. INCOME ANY PROFITS WHICH THE COMPANY OR BOARD MAY DETERMINE TO DISTRIBUTE SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE ORDINARY SHARES, SERIES A PREFERRED SHARES AND SERIES B PREFERRED SHARES (EQUALLY AS IF THEY WERE ONE CLASS OF SHARE) PRO RATA ACCORDING TO THE NUMBER OF SUCH SHARES HELD. CAPITAL ON A RETURN OF ASSETS ON LIQUIDATION OR CAPITAL REDUCTION OR OTHERWISE (EXCEPT UPON THE REDEMPTION OF SHARES OF ANY CLASS OR THE PURCHASE BY THE COMPANY OF ITS OWN SHARES), THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER THE PAYMENT OF ITS LIABILITIES SHALL BE DISTRIBUTED IN THE FOLLOWING MANNER AND ORDER OF PRIORITY: (A) FIRST, IN PAYING TO THE HOLDERS OF THE SERIES B PREFERRED SHARES AN AMOUNT PER SERIES B PREFERRED SHARE EQUAL TO THE PREFERENCE AMOUNT (AS DEFINED IN THE COMPANY'S ARTICLES), PROVIDED THAT IF THERE ARE INSUFFICIENT ASSETS TO PAY THE AMOUNTS PER SHARE EQUAL TO THE PREFERENCE AMOUNT OF ALL THE SERIES B PREFERRED SHARES IN ISSUE AT THAT TIME, THE AVAILABLE SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE HOLDERS OF THE SERIES B PREFERRED SHARES PRO RATA ACCORDING TO THE AMOUNTS PAID UP ON OF THEIR RESPECTIVE SERIES B PREFERRED SHARES; (B) SECOND, IN PAYING TO THE HOLDERS OF THE SERIES A PREFERRED SHARES AN AMOUNT PER SERIES A PREFERRED SHARE EQUAL TO THE PREFERENCE AMOUNT, PROVIDED THAT IF THERE ARE INSUFFICIENT ASSETS TO PAY THE AMOUNTS PER SHARE EQUAL TO THE PREFERENCE AMOUNT OF ALL THE SERIES A PREFERRED SHARES IN ISSUE AT THAT TIME, THE AVAILABLE SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE HOLDERS OF THE SERIES A PREFERRED SHARES PRO RATA ACCORDING TO THE AMOUNTS PAID UP ON OF THEIR RESPECTIVE SERIES A PREFERRED SHARES; (C) THIRD, 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 (D) THE BALANCE OF THE SURPLUS ASSETS (IF ANY) SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE ORDINARY SHARES IN PROPORTION TO THE NUMBER OF ORDINARY SHARES HELD BY THEM RESPECTIVELY. REDEMPTION THE SERIES B PREFERRED SHARES ARE NOT REDEEMABLE.



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## Statement of Capital (Totals)

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Currency:	<b>GBP</b>	Total number of shares:	<b>48391555</b>
		Total aggregate nominal value:	<b>48.391555</b>
		Total aggregate amount unpaid:	<b>0</b>

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### Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Administrator, Administrative Receiver, Receiver, Receiver Manager, CIC Manager.