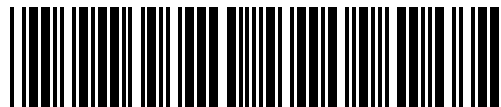


**Return of Allotment of Shares**Company Name: **SMARTUP.IO LIMITED**Company Number: **08855163**Received for filing in Electronic Format on the: **02/07/2021**

XA7WBEKR

Shares Allotted (including bonus shares)

Date or period during which shares are allotted	From	To
	20/05/2021	28/05/2021

Class of Shares: ORDINARY**Currency: GBP**Number allotted **16812**Nominal value of each share **0.000001**Amount paid: **0.000001**Amount unpaid: **0**

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	ORDINARY	Number allotted	12568191
Currency:	GBP	Aggregate nominal value:	12.568191

Prescribed particulars

THE ORDINARY SHARES CARRY THE RIGHTS TO ATTEND AND VOTE AT THE MEETING OF THE COMPANY PARI PASSU WITH THE OTHER ORDINARY SHARES AND SERIES A SHARES AS IF THEY CONSTITUTED ONE CLASS OF SHARES. THE ORDINARY SHARES HAVE ATTACHED TO THEM DIVIDEND RIGHTS PARI PASSU WITH THE ORDINARY SHARES AND SERIES A SHARES AS IF THEY CONSTITUTED ONE CLASS OF SHARES. 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 A SHARES AN AMOUNT PER SERIES A SHARE EQUAL TO THE SERIES A SUBSCRIPTION PRICE, PROVIDED THAT IF THERE ARE INSUFFICIENT ASSETS TO PAY THE AMOUNTS PER SHARE EQUAL TO THE SERIES A SUBSCRIPTION PRICE THE AVAILABLE SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE HOLDERS OF THE SERIES A SHARES PRO RATA ACCORDING TO THE AMOUNTS PAID UP ON THE SERIES A SHARES; (B) SECOND, 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 (C) 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. NOT REDEEMABLE.

Class of Shares:	SERIES	Number allotted	2627000
	A	Aggregate nominal value:	2.627
	PREFERRED		

Currency: GBP

Prescribed particulars

THE SERIES A SHARES CARRY THE RIGHTS TO ATTEND AND VOTE AT THE MEETING OF THE COMPANY PARI PASSU WITH THE OTHER ORDINARY SHARES AND SERIES A SHARES AS IF THEY CONSTITUTED ONE CLASS OF SHARES. THE SERIES A SHARES HAVE ATTACHED TO THEM DIVIDEND RIGHTS PARI PASSU WITH THE ORDINARY SHARES AND SERIES A SHARES AS IF THEY CONSTITUTED ONE CLASS OF SHARES. 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 A SHARES AN AMOUNT PER SERIES A SHARE EQUAL TO THE SERIES A SUBSCRIPTION PRICE, PROVIDED THAT IF THERE ARE INSUFFICIENT ASSETS TO PAY THE AMOUNTS PER SHARE EQUAL TO THE SERIES A SUBSCRIPTION PRICE THE AVAILABLE SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE HOLDERS OF THE SERIES A SHARES PRO RATA ACCORDING TO THE AMOUNTS PAID UP ON THE SERIES A SHARES; (B) SECOND, 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 (C) 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. NOT REDEEMABLE.

Class of Shares:	SERIES	Number allotted	33213176
	B	Aggregate nominal value:	33.213176
	PREFERRED		

Currency: **GBP**

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.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	48408367
		Total aggregate nominal value:	48.408367
		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.