

**Return of Allotment of Shares**Company Name: **Flowerbx Limited**Company Number: **08949674**Received for filing in Electronic Format on the: **11/04/2024**

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Shares Allotted (including bonus shares)

Date or period during which shares are allotted	From	To
	03/04/2024	03/04/2024

Class of Shares:	SERIES A	Number allotted	37593
	PREFERRED	Nominal value of each share	0.01
Currency:	GBP	Amount paid:	0.532
		Amount unpaid:	0

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	GROWTH	Number allotted	10000
Currency:	GBP	Aggregate nominal value:	100

Prescribed particulars

THE GROWTH SHARES ARE NON-VOTING AND HAVE NO ENTITLEMENT TO PARTICIPATE IN DIVIDENDS. ON A RETURN OF CAPITAL (INCLUDING ON A WINDING UP), THE GROWTH SHARES CARRY THE RIGHT TO RECEIVE: (A) 0.0001% OF ANY PROCEEDS THAT ARE EQUAL TO OR LESS THAN THE AGGREGATE HURDLE AMOUNT (AS SUCH TERM IS DEFINED IN THE ARTICLES OF ASSOCIATION); (B) 10% OF ANY PROCEEDS IN EXCESS OF THE AGGREGATE HURDLE AMOUNT BUT EQUAL TO OR LESS THAN 4X THE AGGREGATE HURDLE AMOUNT; AND (C) 12.5% OF ANY PROCEEDS IN EXCESS OF 4X THE AGGREGATE HURDLE AMOUNT. THE GROWTH SHARES ARE NOT REDEEMABLE.

Class of Shares:	ORDINARY	Number allotted	17704776
Currency:	GBP	Aggregate nominal value:	177047.76

Prescribed particulars

THE SHARES HAVE ATTACHED TO THEM FULL VOTING, DIVIDEND AND CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP) RIGHTS; THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION.

Class of Shares:	P	Number allotted	493909
	ORDINARY	Aggregate nominal value:	4939.09
Currency:	GBP		

Prescribed particulars

THE P ORDINARY SHARES ARE NIL-PAID AND HAVE NO VOTING RIGHTS OR ANY ENTITLEMENT TO PARTICIPATE IN DIVIDENDS. ON A RETURN OF CAPITAL (INCLUDING ON A WINDING UP), THE P ORDINARY SHARES PARTICIPATE IN ANY DISTRIBUTION TO SHAREHOLDERS PARI PASSU WITH THE SERIES A ORDINARY SHARES, THE ORDINARY SHARES AND THE GROWTH SHARES, BUT SUBSEQUENT TO (A) THE SERIES A PREFERRED SHARES AND (B) THE DEFERRED SHARES. IMMEDIATELY PRIOR TO BUT CONDITIONAL UPON COMPLETION OF AN IPO (AS SUCH TERM IS DEFINED IN THE ARTICLES OF ASSOCIATION) OR SUCH EARLIER DATE AS OTHERWISE DETERMINED BY THE BOARD IN ORDER TO FACILITATE AN IPO, THE P ORDINARY SHARES AUTOMATICALLY CONVERT INTO ORDINARY SHARES. THE P ORDINARY SHARES DO NOT CONFER ANY RIGHTS OF REDEMPTION.

Class of Shares:	SERIES	Number allotted	798922
	A	Aggregate nominal value:	7989.22
	ORDINARY		

Currency: GBP

Prescribed particulars

THE SHARES HAVE ATTACHED TO THEM FULL VOTING, DIVIDEND AND CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP) RIGHTS; THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION.

Class of Shares:	SERIES	Number allotted	6081118
	A	Aggregate nominal value:	60811.18
	PREFERRED		

Currency: GBP

Prescribed particulars

THE SHARES HAVE ATTACHED TO THEM FULL VOTING AND DIVIDEND RIGHTS. ON A CAPITAL DISTRIBUTION OR WINDING UP THE SERIES A PREFERRED SHAREHOLDERS SHALL RECEIVE AMOUNTS IN PRIORITY TO ANY OTHER CLASSES OF SHARES. RIGHTS; THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION. THE HOLDERS OF SERIES A PREFERRED SHARES SHALL BE ENTITLED, BY NOTICE IN WRITING, TO REQUIRE THE CONVERSION OF SERIES A PREFERRED SHARES INTO SERIES A ORDINARY SHARES, AND SUCH SHARES SHALL CONVERT AUTOMATICALLY ON THE DATE OF THE NOTICE. THE SHARES DO NOT CONFER ANY RIGHTS OF REDEMPTION.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	25088725
		Total aggregate nominal value:	250887.25
		Total aggregate amount unpaid:	1108825.705

Authorisation

Authenticated

This form was authorised by one of the following:

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