



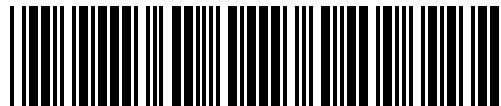
Companies House

CS01 (ef)

Confirmation Statement

Company Name: **TRAVELNEST LIMITED**

Company Number: **09141571**



XCZ4CVYX

Received for filing in Electronic Format on the: **18/03/2024**

Company Name: **TRAVELNEST LIMITED**

Company Number: **09141571**

Confirmation **16/03/2024**

Statement date:

The company confirms that its intended future activities are lawful.

Statement of Capital (Share Capital)

Class of Shares:	A	Number allotted	7689126
	ORDINARY	Aggregate nominal value:	7689.126
Currency:	GBP		
Prescribed particulars			

(A) ON A SHOW OF HANDS EACH MEMBER HOLDING A ORDINARY SHARES HAS ONE VOTE AND ON A POLL EACH MEMBER HOLDING A ORDINARY SHARES HAS ONE VOTE FOR EACH A ORDINARY SHARE HELD. THE HOLDERS OF A ORDINARY SHARES AND THE HOLDERS OF PREFERRED ORDINARY SHARES SHALL VOTE TOGETHER AS THOUGH THEY CONSTITUTED ONE CLASS OF SHARES. (B) NO DIVIDEND SHALL BE PAID ON ANY EQUITY SHARE WITHOUT THE APPROVAL OF THE BOARD AND INVESTOR CONSENT. SUBJECT TO THE FOREGOING, ANY PROFITS WHICH THE DIRECTORS MAY LAWFULLY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR SHALL BE DISTRIBUTED TO THE HOLDERS OF EQUITY SHARES PRO RATA ACCORDING TO THE NUMBER OF EQUITY SHARES HELD BY THEM. (C) UPON A CAPITAL DISTRIBUTION EVENT OR A SHARE SALE, THE EXIT PROCEEDS (WHEN AVAILABLE) SHALL BE DISTRIBUTED AMONG THE SHAREHOLDERS OF THE COMPANY AS AT THE DATE ON WHICH THE CAPITAL DISTRIBUTION EVENT OR COMPLETION OF THE SHARE SALE (AS THE CASE MAY BE) TAKES PLACE, AS FOLLOWS: (I) SUBJECT TO (II) BELOW, IN PAYING TO THE HOLDERS OF THE EQUITY SHARES AN AMOUNT WHICH IS EQUAL TO THEIR PRO RATA ENTITLEMENT TO THE EXIT PROCEEDS BY REFERENCE TO THE NUMBER OF EQUITY SHARES (ON A PARI PASSU BASIS); (II) IN THE EVENT THE PAYMENT IN (I) ABOVE WOULD RESULT IN THE PAYMENT TO EACH PREFERRED ORDINARY SHAREHOLDER BEING AN AMOUNT WHICH IS LESS THAN THE PREFERRED ORDINARY SHARE SUBSCRIPTION AMOUNT FOR EACH PREFERRED ORDINARY SHARE HELD, THE EXIT PROCEEDS SHALL INSTEAD BE ALLOCATED AS FOLLOWS: (A) FIRST, IN PRIORITY TO ANY PAYMENT TO THE HOLDERS OF ANY OTHER SHARES, IN PAYING TO THE HOLDERS OF THE PREFERRED ORDINARY SHARES IN RESPECT OF EACH PREFERRED ORDINARY SHARE HELD, THE PREFFERED ORDINARY SHARE SUBSCRIPTION AMOUNT AND, IF THERE IS A SHORTFALL OF EXIT PROCEEDS REMAINING TO SATISFY SUCH PAYMENTS IN FULL, THE EXIT PROCEEDS SHALL BE DISTRIBUTED TO THE HOLDERS OF THE PREFERRED ORDINARY SHARES PRO RATA TO THE AGGREGATE AMOUNTS DUE UNDER THIS PARAGRAPH (II) (A) TO EACH SUCH PREFERRED ORDINARY SHARE HELD; AND (B) SECOND, IN PRIORITY TO ANY PAYMENT TO THE HOLDERS OF ANY OTHER SHARES (AFTER THE PAYMENT IN PARAGRAPH (II)(A) ABOVE), IN PAYING TO THE HOLDERS OF THE A ORDINARY SHARES AN AMOUNT WHICH IS EQUAL TO THEIR PRO RATA ENTITLEMENT TO THE RELEVANT PROCEEDS BY REFERENCE TO THE NUMBER OF EQUITY SHARES (ON A PARI PASSU BASIS). (D) THE SHARES DO NOT OFFER ANY RIGHTS OF REDEMPTION.

Class of Shares:	A-1	Number allotted	6411133
	PREFERRED	Aggregate nominal value:	6411.133
	ORDINARY		
Currency:	GBP		
Prescribed particulars			

(A) ON A SHOW OF HANDS EACH MEMBER HOLDING A PREFERRED ORDINARY SHARES HAS ONE VOTE AND ON A POLL EACH MEMBER HOLDING A PREFERRED ORDINARY SHARES HAS ONE VOTE FOR EACH A PREFERRED ORDINARY SHARE HELD. (B) NO DIVIDEND SHALL BE PAID ON ANY EQUITY SHARE WITHOUT BOARD APPROVAL AND INVESTOR CONSENT. SUBJECT TO THE FOREGOING, ANY PROFITS WHICH THE DIRECTORS MAY LAWFULLY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR SHALL BE DISTRIBUTED TO THE EQUITY SHAREHOLDERS PRO RATA ACCORDING TO THE NUMBER OF EQUITY SHARES HELD BY THEM. (C) UPON A CAPITAL DISTRIBUTION EVENT OR A SHARE SALE, THE EXIT PROCEEDSSHALL BE DISTRIBUTED AMONG THE SHAREHOLDERS AS AT THE DATE ON WHICH THE CAPITAL DISTRIBUTION EVENT OR COMPLETION OF THE SHARE SALE TAKES PLACE, AS FOLLOWS: (I) IN PAYING TO THE HOLDERS OF THE A PREFERRED ORDINARY SHARES A SUM EQUAL TO THE A PREFERRED ORDINARY SHARE SUBSCRIPTION AMOUNT OF ALL THE A PREFERRED ORDINARY SHARES IN ISSUE AT THE RELEVANT TIME SUCH THAT EACH A PREFERRED ORDINARY SHAREHOLDER RECEIVES IN RESPECT OF EACH A PREFERRED ORDINARY SHARE HELD THE A PREFERRED ORDINARY SUBSCRIPTION AMOUNT OF THAT A PREFERRED ORDINARY SHARE PROVIDING THAT, WHERE THERE ARE INSUFFICIENT EXIT PROCEEDS, THE EXIT PROCEEDS SHALL BE DISTRIBUTED TO THE A PREFERRED ORDINARY SHAREHOLDERS PRO RATA; (II) IN PAYING A SUM EQUAL TO £X PLUS £100 (WHERE X IS AN AMOUNT EQUAL TO THE AGGREGATE PREFERRED ORDINARY SHARE SUBSCRIPTION AMOUNT OF ALL THE PREFERRED ORDINARY SHARES IN ISSUE AT THE RELEVANT TIME) TO BE DISTRIBUTED: (A) 0.0001% TO THE ORDINARY SHAREHOLDERS PRO RATA ACCORDING TO THE NUMBER OF ORDINARY SHARES HELD; AND (B) AS TO THE BALANCE TO THE PREFERRED ORDINARY SHAREHOLDERS SUCH THAT EACH PREFERRED ORDINARY SHAREHOLDER RECEIVES IN RESPECT OF EACH PREFERRED ORDINARY SHARE HELD THE PREFERRED ORDINARY SUBSCRIPTION AMOUNT OF THAT PREFERRED ORDINARY SHARE, PROVIDING THAT, WHERE THERE ARE INSUFFICIENT EXIT PROCEEDS, THE EXIT PROCEEDS SHALL BE DISTRIBUTED TO THE PREFERRED ORDINARY SHAREHOLDERS AND ORDINARY SHAREHOLDERS PRO RATA; (III) THEREAFTER THE BALANCE OF THE EXIT PROCEEDS, IF ANY, SHALL BE DISTRIBUTED: (A) AS TO 0.0001% TO THE PREFERRED ORDINARY SHAREHOLDERS PRO RATA ACCORDING TO THE NUMBER OF PREFERRED ORDINARY SHARES HELD; AND (B) AS TO THE BALANCE TO THE ORDINARY SHAREHOLDERS (INCLUDING ANY ORDINARY SHARES ARISING FROM CONVERSION OF PREFERRED ORDINARY SHARES PURSUANT TO ARTICLE 44) ON A PRO RATA BASIS ACCORDING TO THE NUMBER OF SUCH SHARES HELD AS IF THEY CONSTITUTED ONE SHARE CLASS IMMEDIATELY

PRIOR TO THE CAPITAL DISTRIBUTION EVENT OR THE SHARE SALE PROVIDED ALWAYS THAT, IF ON A CAPITAL DISTRIBUTION EVENT OR A SHARE SALE AN A PREFERRED ORDINARY SHAREHOLDER OR A PREFERRED ORDINARY SHAREHOLDER WOULD RECEIVE WITH RESPECT TO ANY A PREFERRED ORDINARY SHARE OR ANY PREFERRED ORDINARY SHARE HELD BY IT AN AMOUNT PER SUCH A PREFERRED ORDINARY SHARE OR PREFERRED ORDINARY SHARE GREATER THAN THE A PREFERRED ORDINARY SUBSCRIPTION AMOUNT AND/OR PREFERRED ORDINARY SUBSCRIPTION AMOUNT FOR SUCH A PREFERRED ORDINARY SHARE OR PREFERRED ORDINARY SHARE IF SUCH A PREFERRED ORDINARY SHARE OR PREFERRED ORDINARY SHARE HAD, IMMEDIATELY PRIOR TO THE CAPITAL DISTRIBUTION EVENT OR A SHARE SALE, BEEN CONVERTED INTO AN ORDINARY SHARE PURSUANT TO ARTICLE 44 (THE "AS- CONVERTED AMOUNT"), THEN SUCH A PREFERRED ORDINARY SHAREHOLDER OR PREFERRED ORDINARY SHAREHOLDER SHALL INSTEAD RECEIVE THE AS-CONVERTED AMOUNT WITH RESPECT TO SUCH A PREFERRED ORDINARY SHARE AND/OR PREFERRED ORDINARY SHARE AND NOT THE RELEVANT A PREFERRED ORDINARY SUBSCRIPTION AMOUNT AND/OR PREFERRED ORDINARY SUBSCRIPTION AMOUNT. (D) ANY SHARES MAY BE ISSUED ON THE TERMS THAT THEY ARE, OR AT THE OPTION OF THE COMPANY OR THE HOLDER ARE LIABLE, TO BE REDEEMED AND THE DIRECTORS SHALL BE AUTHORISED TO DETERMINE THE TERMS, CONDITIONS AND MANNER OF REDEMPTION OF SUCH SHARES.

Class of Shares:	A-2	Number allotted	231081
	PREFERRED	Aggregate nominal value:	231.081
	ORDINARY		
Currency:	GBP		
Prescribed particulars			

(A) ON A SHOW OF HANDS EACH MEMBER HOLDING A PREFERRED ORDINARY SHARES HAS ONE VOTE AND ON A POLL EACH MEMBER HOLDING A PREFERRED ORDINARY SHARES HAS ONE VOTE FOR EACH A PREFERRED ORDINARY SHARE HELD. (B) NO DIVIDEND SHALL BE PAID ON ANY EQUITY SHARE WITHOUT BOARD APPROVAL AND INVESTOR CONSENT. SUBJECT TO THE FOREGOING, ANY PROFITS WHICH THE DIRECTORS MAY LAWFULLY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR SHALL BE DISTRIBUTED TO THE EQUITY SHAREHOLDERS PRO RATA ACCORDING TO THE NUMBER OF EQUITY SHARES HELD BY THEM. (C) UPON A CAPITAL DISTRIBUTION EVENT OR A SHARE SALE, THE EXIT PROCEEDSSHALL BE DISTRIBUTED AMONG THE SHAREHOLDERS AS AT THE DATE ON WHICH THE CAPITAL DISTRIBUTION EVENT OR COMPLETION OF THE SHARE SALE TAKES PLACE, AS FOLLOWS: (I) IN PAYING TO THE HOLDERS OF THE A PREFERRED ORDINARY SHARES A SUM EQUAL TO THE A PREFERRED ORDINARY SHARE SUBSCRIPTION AMOUNT OF ALL THE A PREFERRED ORDINARY SHARES IN ISSUE AT THE RELEVANT TIME SUCH THAT EACH A PREFERRED ORDINARY SHAREHOLDER RECEIVES IN RESPECT OF EACH A PREFERRED ORDINARY SHARE HELD THE A PREFERRED ORDINARY SUBSCRIPTION AMOUNT OF THAT A PREFERRED ORDINARY SHARE PROVIDING THAT, WHERE THERE ARE INSUFFICIENT EXIT PROCEEDS, THE EXIT PROCEEDS SHALL BE DISTRIBUTED TO THE A PREFERRED ORDINARY SHAREHOLDERS PRO RATA; (II) IN PAYING A SUM EQUAL TO £X PLUS £100 (WHERE X IS AN AMOUNT EQUAL TO THE AGGREGATE PREFERRED ORDINARY SHARE SUBSCRIPTION AMOUNT OF ALL THE PREFERRED ORDINARY SHARES IN ISSUE AT THE RELEVANT TIME) TO BE DISTRIBUTED: (A) 0.0001% TO THE ORDINARY SHAREHOLDERS PRO RATA ACCORDING TO THE NUMBER OF ORDINARY SHARES HELD; AND (B) AS TO THE BALANCE TO THE PREFERRED ORDINARY SHAREHOLDERS SUCH THAT EACH PREFERRED ORDINARY SHAREHOLDER RECEIVES IN RESPECT OF EACH PREFERRED ORDINARY SHARE HELD THE PREFERRED ORDINARY SUBSCRIPTION AMOUNT OF THAT PREFERRED ORDINARY SHARE, PROVIDING THAT, WHERE THERE ARE INSUFFICIENT EXIT PROCEEDS, THE EXIT PROCEEDS SHALL BE DISTRIBUTED TO THE PREFERRED ORDINARY SHAREHOLDERS AND ORDINARY SHAREHOLDERS PRO RATA; (III) THEREAFTER THE BALANCE OF THE EXIT PROCEEDS, IF ANY, SHALL BE DISTRIBUTED: (A) AS TO 0.0001% TO THE PREFERRED ORDINARY SHAREHOLDERS PRO RATA ACCORDING TO THE NUMBER OF PREFERRED ORDINARY SHARES HELD; AND (B) AS TO THE BALANCE TO THE ORDINARY SHAREHOLDERS (INCLUDING ANY ORDINARY SHARES ARISING FROM CONVERSION OF PREFERRED ORDINARY SHARES PURSUANT TO ARTICLE 44) ON A PRO RATA BASIS ACCORDING TO THE NUMBER OF SUCH SHARES HELD AS IF THEY CONSTITUTED ONE SHARE CLASS IMMEDIATELY

PRIOR TO THE CAPITAL DISTRIBUTION EVENT OR THE SHARE SALE PROVIDED ALWAYS THAT, IF ON A CAPITAL DISTRIBUTION EVENT OR A SHARE SALE AN A PREFERRED ORDINARY SHAREHOLDER OR A PREFERRED ORDINARY SHAREHOLDER WOULD RECEIVE WITH RESPECT TO ANY A PREFERRED ORDINARY SHARE OR ANY PREFERRED ORDINARY SHARE HELD BY IT AN AMOUNT PER SUCH A PREFERRED ORDINARY SHARE OR PREFERRED ORDINARY SHARE GREATER THAN THE A PREFERRED ORDINARY SUBSCRIPTION AMOUNT AND/OR PREFERRED ORDINARY SUBSCRIPTION AMOUNT FOR SUCH A PREFERRED ORDINARY SHARE OR PREFERRED ORDINARY SHARE IF SUCH A PREFERRED ORDINARY SHARE OR PREFERRED ORDINARY SHARE HAD, IMMEDIATELY PRIOR TO THE CAPITAL DISTRIBUTION EVENT OR A SHARE SALE, BEEN CONVERTED INTO AN ORDINARY SHARE PURSUANT TO ARTICLE 44 (THE "AS- CONVERTED AMOUNT"), THEN SUCH A PREFERRED ORDINARY SHAREHOLDER OR PREFERRED ORDINARY SHAREHOLDER SHALL INSTEAD RECEIVE THE AS-CONVERTED AMOUNT WITH RESPECT TO SUCH A PREFERRED ORDINARY SHARE AND/OR PREFERRED ORDINARY SHARE AND NOT THE RELEVANT A PREFERRED ORDINARY SUBSCRIPTION AMOUNT AND/OR PREFERRED ORDINARY SUBSCRIPTION AMOUNT. (D) ANY SHARES MAY BE ISSUED ON THE TERMS THAT THEY ARE, OR AT THE OPTION OF THE COMPANY OR THE HOLDER ARE LIABLE, TO BE REDEEMED AND THE DIRECTORS SHALL BE AUTHORISED TO DETERMINE THE TERMS, CONDITIONS AND MANNER OF REDEMPTION OF SUCH SHARES.

Class of Shares:	A-3	Number allotted	1359961
	PREFERRED	Aggregate nominal value:	1359.961
	ORDINARY		
Currency:	GBP		
Prescribed particulars			

(A) ON A SHOW OF HANDS EACH MEMBER HOLDING A PREFERRED ORDINARY SHARES HAS ONE VOTE AND ON A POLL EACH MEMBER HOLDING A PREFERRED ORDINARY SHARES HAS ONE VOTE FOR EACH A PREFERRED ORDINARY SHARE HELD. (B) NO DIVIDEND SHALL BE PAID ON ANY EQUITY SHARE WITHOUT BOARD APPROVAL AND INVESTOR CONSENT. SUBJECT TO THE FOREGOING, ANY PROFITS WHICH THE DIRECTORS MAY LAWFULLY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR SHALL BE DISTRIBUTED TO THE EQUITY SHAREHOLDERS PRO RATA ACCORDING TO THE NUMBER OF EQUITY SHARES HELD BY THEM. (C) UPON A CAPITAL DISTRIBUTION EVENT OR A SHARE SALE, THE EXIT PROCEEDSSHALL BE DISTRIBUTED AMONG THE SHAREHOLDERS AS AT THE DATE ON WHICH THE CAPITAL DISTRIBUTION EVENT OR COMPLETION OF THE SHARE SALE TAKES PLACE, AS FOLLOWS: (I) IN PAYING TO THE HOLDERS OF THE A PREFERRED ORDINARY SHARES A SUM EQUAL TO THE A PREFERRED ORDINARY SHARE SUBSCRIPTION AMOUNT OF ALL THE A PREFERRED ORDINARY SHARES IN ISSUE AT THE RELEVANT TIME SUCH THAT EACH A PREFERRED ORDINARY SHAREHOLDER RECEIVES IN RESPECT OF EACH A PREFERRED ORDINARY SHARE HELD THE A PREFERRED ORDINARY SUBSCRIPTION AMOUNT OF THAT A PREFERRED ORDINARY SHARE PROVIDING THAT, WHERE THERE ARE INSUFFICIENT EXIT PROCEEDS, THE EXIT PROCEEDS SHALL BE DISTRIBUTED TO THE A PREFERRED ORDINARY SHAREHOLDERS PRO RATA; (II) IN PAYING A SUM EQUAL TO £X PLUS £100 (WHERE X IS AN AMOUNT EQUAL TO THE AGGREGATE PREFERRED ORDINARY SHARE SUBSCRIPTION AMOUNT OF ALL THE PREFERRED ORDINARY SHARES IN ISSUE AT THE RELEVANT TIME) TO BE DISTRIBUTED: (A) 0.0001% TO THE ORDINARY SHAREHOLDERS PRO RATA ACCORDING TO THE NUMBER OF ORDINARY SHARES HELD; AND (B) AS TO THE BALANCE TO THE PREFERRED ORDINARY SHAREHOLDERS SUCH THAT EACH PREFERRED ORDINARY SHAREHOLDER RECEIVES IN RESPECT OF EACH PREFERRED ORDINARY SHARE HELD THE PREFERRED ORDINARY SUBSCRIPTION AMOUNT OF THAT PREFERRED ORDINARY SHARE, PROVIDING THAT, WHERE THERE ARE INSUFFICIENT EXIT PROCEEDS, THE EXIT PROCEEDS SHALL BE DISTRIBUTED TO THE PREFERRED ORDINARY SHAREHOLDERS AND ORDINARY SHAREHOLDERS PRO RATA; (III) THEREAFTER THE BALANCE OF THE EXIT PROCEEDS, IF ANY, SHALL BE DISTRIBUTED: (A) AS TO 0.0001% TO THE PREFERRED ORDINARY SHAREHOLDERS PRO RATA ACCORDING TO THE NUMBER OF PREFERRED ORDINARY SHARES HELD; AND (B) AS TO THE BALANCE TO THE ORDINARY SHAREHOLDERS (INCLUDING ANY ORDINARY SHARES ARISING FROM CONVERSION OF PREFERRED ORDINARY SHARES PURSUANT TO ARTICLE 44) ON A PRO RATA BASIS ACCORDING TO THE NUMBER OF SUCH SHARES HELD AS IF THEY CONSTITUTED ONE SHARE CLASS IMMEDIATELY

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Class of Shares:	A-4	Number allotted	6651217
	PREFERRED	Aggregate nominal value:	6651.217
	ORDINARY		
Currency:	GBP		
Prescribed particulars			

(A) ON A SHOW OF HANDS EACH MEMBER HOLDING A PREFERRED ORDINARY SHARES HAS ONE VOTE AND ON A POLL EACH MEMBER HOLDING A PREFERRED ORDINARY SHARES HAS ONE VOTE FOR EACH A PREFERRED ORDINARY SHARE HELD. (B) NO DIVIDEND SHALL BE PAID ON ANY EQUITY SHARE WITHOUT BOARD APPROVAL AND INVESTOR CONSENT. SUBJECT TO THE FOREGOING, ANY PROFITS WHICH THE DIRECTORS MAY LAWFULLY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR SHALL BE DISTRIBUTED TO THE EQUITY SHAREHOLDERS PRO RATA ACCORDING TO THE NUMBER OF EQUITY SHARES HELD BY THEM. (C) UPON A CAPITAL DISTRIBUTION EVENT OR A SHARE SALE, THE EXIT PROCEEDSSHALL BE DISTRIBUTED AMONG THE SHAREHOLDERS AS AT THE DATE ON WHICH THE CAPITAL DISTRIBUTION EVENT OR COMPLETION OF THE SHARE SALE TAKES PLACE, AS FOLLOWS: (I) IN PAYING TO THE HOLDERS OF THE A PREFERRED ORDINARY SHARES A SUM EQUAL TO THE A PREFERRED ORDINARY SHARE SUBSCRIPTION AMOUNT OF ALL THE A PREFERRED ORDINARY SHARES IN ISSUE AT THE RELEVANT TIME SUCH THAT EACH A PREFERRED ORDINARY SHAREHOLDER RECEIVES IN RESPECT OF EACH A PREFERRED ORDINARY SHARE HELD THE A PREFERRED ORDINARY SUBSCRIPTION AMOUNT OF THAT A PREFERRED ORDINARY SHARE PROVIDING THAT, WHERE THERE ARE INSUFFICIENT EXIT PROCEEDS, THE EXIT PROCEEDS SHALL BE DISTRIBUTED TO THE A PREFERRED ORDINARY SHAREHOLDERS PRO RATA; (II) IN PAYING A SUM EQUAL TO £X PLUS £100 (WHERE X IS AN AMOUNT EQUAL TO THE AGGREGATE PREFERRED ORDINARY SHARE SUBSCRIPTION AMOUNT OF ALL THE PREFERRED ORDINARY SHARES IN ISSUE AT THE RELEVANT TIME) TO BE DISTRIBUTED: (A) 0.0001% TO THE ORDINARY SHAREHOLDERS PRO RATA ACCORDING TO THE NUMBER OF ORDINARY SHARES HELD; AND (B) AS TO THE BALANCE TO THE PREFERRED ORDINARY SHAREHOLDERS SUCH THAT EACH PREFERRED ORDINARY SHAREHOLDER RECEIVES IN RESPECT OF EACH PREFERRED ORDINARY SHARE HELD THE PREFERRED ORDINARY SUBSCRIPTION AMOUNT OF THAT PREFERRED ORDINARY SHARE, PROVIDING THAT, WHERE THERE ARE INSUFFICIENT EXIT PROCEEDS, THE EXIT PROCEEDS SHALL BE DISTRIBUTED TO THE PREFERRED ORDINARY SHAREHOLDERS AND ORDINARY SHAREHOLDERS PRO RATA; (III) THEREAFTER THE BALANCE OF THE EXIT PROCEEDS, IF ANY, SHALL BE DISTRIBUTED: (A) AS TO 0.0001% TO THE PREFERRED ORDINARY SHAREHOLDERS PRO RATA ACCORDING TO THE NUMBER OF PREFERRED ORDINARY SHARES HELD; AND (B) AS TO THE BALANCE TO THE ORDINARY SHAREHOLDERS (INCLUDING ANY ORDINARY SHARES ARISING FROM CONVERSION OF PREFERRED ORDINARY SHARES PURSUANT TO ARTICLE 44) ON A PRO RATA BASIS ACCORDING TO THE NUMBER OF SUCH SHARES HELD AS IF THEY CONSTITUTED ONE SHARE CLASS IMMEDIATELY

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Class of Shares:	B	Number allotted	958429
	ORDINARY	Aggregate nominal value:	958.429
Currency:	GBP		
Prescribed particulars			

A) THE HOLDERS OF THE B ORDINARY SHARES SHALL NOT BE ENTITLED TO VOTE ON ANY MATTERS EXCEPT WHERE THERE IS A VOTE TO VARY ANY SPECIAL RIGHTS ATTACHED TO THE CLASS. (B) NO DIVIDEND SHALL BE PAID ON ANY EQUITY SHARE WITHOUT THE APPROVAL OF THE BOARD AND INVESTOR CONSENT. SUBJECT TO THE FOREGOING, ANY PROFITS WHICH THE DIRECTORS MAY LAWFULLY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR SHALL BE DISTRIBUTED TO THE HOLDERS OF EQUITY SHARES PRO RATA ACCORDING TO THE NUMBER OF EQUITY SHARES HELD BY THEM. (C) UPON A CAPITAL DISTRIBUTION EVENT OR A SHARE SALE, THE EXIT PROCEEDS (WHEN AVAILABLE) SHALL BE DISTRIBUTED AMONG THE SHAREHOLDERS OF THE COMPANY AS AT THE DATE ON WHICH THE CAPITAL DISTRIBUTION EVENT OR COMPLETION OF THE SHARE SALE (AS THE CASE MAY BE) TAKES PLACE, AS FOLLOWS: (I) SUBJECT TO (II) BELOW, IN PAYING TO THE HOLDERS OF THE EQUITY SHARES AN AMOUNT WHICH IS EQUAL TO THEIR PRO RATA ENTITLEMENT TO THE EXIT PROCEEDS BY REFERENCE TO THE NUMBER OF EQUITY SHARES (ON A PARI PASSU BASIS); (II) IN THE EVENT THE PAYMENT IN (I) ABOVE WOULD RESULT IN THE PAYMENT TO EACH PREFERRED ORDINARY SHAREHOLDER BEING AN AMOUNT WHICH IS LESS THAN THE PREFERRED ORDINARY SHARE SUBSCRIPTION AMOUNT FOR EACH PREFERRED ORDINARY SHARE HELD, THE EXIT PROCEEDS SHALL INSTEAD BE ALLOCATED AS FOLLOWS: (A) FIRST, IN PRIORITY TO ANY PAYMENT TO THE HOLDERS OF ANY OTHER SHARES, IN PAYING TO THE HOLDERS OF THE PREFERRED ORDINARY SHARES IN RESPECT OF EACH PREFERRED ORDINARY SHARE HELD, THE PREFERRED ORDINARY SHARE SUBSCRIPTION AMOUNT AND, IF THERE IS A SHORTFALL OF EXIT PROCEEDS REMAINING TO SATISFY SUCH PAYMENTS IN FULL, THE EXIT PROCEEDS SHALL BE DISTRIBUTED TO THE HOLDERS OF THE PREFERRED ORDINARY SHARES PRO RATA TO THE AGGREGATE AMOUNTS DUE UNDER THIS PARAGRAPH (II) (A) TO EACH SUCH PREFERRED ORDINARY SHARE HELD; AND (B) SECOND, IN PRIORITY TO ANY PAYMENT TO THE HOLDERS OF ANY OTHER SHARES (AFTER THE PAYMENT IN PARAGRAPH (II)(A) ABOVE), IN PAYING TO THE HOLDERS OF THE B ORDINARY SHARES AN AMOUNT WHICH IS EQUAL TO THEIR PRO RATA ENTITLEMENT TO THE RELEVANT PROCEEDS BY REFERENCE TO THE NUMBER OF EQUITY SHARES (ON A PARI PASSU BASIS). (D) THE SHARES DO NOT OFFER ANY RIGHTS OF REDEMPTION.

Class of Shares:	PREFERRED	Number allotted	18840718
	ORDINARY	Aggregate nominal value:	18840.718
Currency:	GBP		

Prescribed particulars

(A) ON A SHOW OF HANDS EACH MEMBER HOLDING PREFERRED ORDINARY SHARES HAS ONE VOTE AND ON A POLL EACH MEMBER HOLDING PREFERRED ORDINARY SHARES HAS ONE VOTE FOR EACH PREFERRED ORDINARY SHARE HELD. THE HOLDERS OF A ORDINARY SHARES AND THE HOLDERS OF PREFERRED ORDINARY SHARES SHALL VOTE TOGETHER AS THOUGH THEY CONSTITUTED ONE CLASS OF SHARES.

(B) NO DIVIDEND SHALL BE PAID ON ANY EQUITY SHARE WITHOUT THE APPROVAL OF THE BOARD AND INVESTOR CONSENT. SUBJECT TO THE FOREGOING, ANY PROFITS WHICH THE DIRECTORS MAY LAWFULLY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR SHALL BE DISTRIBUTED TO THE HOLDERS OF EQUITY SHARES PRO RATA ACCORDING TO THE NUMBER OF EQUITY SHARES HELD BY THEM. (C) UPON A CAPITAL DISTRIBUTION EVENT OR A SHARE SALE, THE EXIT PROCEEDS (WHEN AVAILABLE) SHALL BE DISTRIBUTED AMONG THE SHAREHOLDERS OF THE COMPANY AS AT THE DATE ON WHICH THE CAPITAL DISTRIBUTION EVENT OR COMPLETION OF THE SHARE SALE (AS THE CASE MAY BE) TAKES PLACE, AS FOLLOWS: (I) SUBJECT TO (II) BELOW, IN PAYING TO THE HOLDERS OF THE EQUITY SHARES AN AMOUNT WHICH IS EQUAL TO THEIR PRO RATA ENTITLEMENT TO THE EXIT PROCEEDS BY REFERENCE TO THE NUMBER OF EQUITY SHARES (ON A PARI PASSU BASIS); (II) IN THE EVENT THE PAYMENT IN (I) ABOVE WOULD RESULT IN THE PAYMENT TO EACH PREFERRED ORDINARY SHAREHOLDER BEING AN AMOUNT WHICH IS LESS THAN THE PREFERRED ORDINARY SHARE SUBSCRIPTION AMOUNT FOR EACH PREFERRED ORDINARY SHARE HELD, THE EXIT PROCEEDS SHALL INSTEAD BE ALLOCATED AS FOLLOWS: (A) FIRST, IN PRIORITY TO ANY PAYMENT TO THE HOLDERS OF ANY OTHER SHARES, IN PAYING TO THE HOLDERS OF THE PREFERRED ORDINARY SHARES IN RESPECT OF EACH PREFERRED ORDINARY SHARE HELD, THE PREFERRED ORDINARY SHARE SUBSCRIPTION AMOUNT AND, IF THERE IS A SHORTFALL OF EXIT PROCEEDS REMAINING TO SATISFY SUCH PAYMENTS IN FULL, THE EXIT PROCEEDS SHALL BE DISTRIBUTED TO THE HOLDERS OF THE PREFERRED ORDINARY SHARES PRO RATA TO THE AGGREGATE AMOUNTS DUE UNDER THIS PARAGRAPH (II) (A) TO EACH SUCH PREFERRED ORDINARY SHARE HELD; AND (B) SECOND, IN PRIORITY TO ANY PAYMENT TO THE HOLDERS OF ANY OTHER SHARES (AFTER THE PAYMENT IN PARAGRAPH (II)(A) ABOVE), IN PAYING TO THE HOLDERS OF THE A ORDINARY SHARES AN AMOUNT WHICH IS EQUAL TO THEIR PRO RATA ENTITLEMENT TO THE RELEVANT PROCEEDS BY REFERENCE TO THE NUMBER OF EQUITY SHARES (ON A PARI PASSU BASIS). (D) ANY SHARES MAY BE ISSUED ON THE TERMS THAT THEY ARE, OR AT THE OPTION OF THE COMPANY OR THE HOLDER ARE LIABLE, TO BE REDEEMED AND THE DIRECTORS SHALL BE AUTHORISED TO DETERMINE THE TERMS, CONDITIONS AND MANNER OF REDEMPTION OF SUCH SHARES.

Statement of Capital (Totals)

Currency: **GBP**

Total number of shares: **42141665**

Total aggregate nominal value: **42141.665**

Total aggregate amount **0**

unpaid:

Full details of Shareholders

The details below relate to individuals/corporate bodies that were shareholders during the review period or that had ceased to be shareholders since the date of the previous confirmation statement.

Shareholder information for a non-traded company as at the confirmation statement date is shown below

Shareholding 1:	281358 A ORDINARY shares held as at the date of this confirmation statement
Name:	MARK LOGAN
Shareholding 2:	99891 A ORDINARY shares held as at the date of this confirmation statement
Name:	JOHN MCALLISTER NICHOLSON
Shareholding 3:	213377 A ORDINARY shares held as at the date of this confirmation statement
Name:	ANDREW STUART WEIR PATERSON
Shareholding 4:	7000000 A ORDINARY shares held as at the date of this confirmation statement
Name:	DOUGLAS FRASER STEPHENSON
Shareholding 5:	47200 A ORDINARY shares held as at the date of this confirmation statement
Name:	JEREMY STEPHENSON
Shareholding 6:	47300 A ORDINARY shares held as at the date of this confirmation statement
Name:	JULIE STEPHENSON
Shareholding 7:	678566 A-1 PREFERRED ORDINARY shares held as at the date of this confirmation statement
Name:	MANGROVE V INVESTMENTS S.À R.L
Shareholding 8:	678566 A-1 PREFERRED ORDINARY shares held as at the date of this confirmation statement
Name:	PENTECH FUND III LIMITED PARTNERSHIP
Shareholding 9:	676942 A-1 PREFERRED ORDINARY shares held as at the date of this confirmation statement
Name:	SCOTTISH ENTERPRISE
Shareholding 10:	3970249 A-1 PREFERRED ORDINARY shares held as at the date of this confirmation statement
Name:	SCOTTISH INVESTMENTS LIMITED
Shareholding 11:	406810 A-1 PREFERRED ORDINARY shares held as at the date of this confirmation statement
Name:	THE FRONTLINE VENTURE FUND II LIMITED PARTNERSHIP

Shareholding 12:	231081 A-2 PREFERRED ORDINARY shares held as at the date of this confirmation statement
Name:	SCOTTISH ENTERPRISE
Shareholding 13:	39702 A-3 PREFERRED ORDINARY shares held as at the date of this confirmation statement
Name:	MNL NOMINEES LIMITED
Shareholding 14:	448259 A-3 PREFERRED ORDINARY shares held as at the date of this confirmation statement
Name:	WCS NOMINEES LIMITED
Shareholding 15:	872000 A-3 PREFERRED ORDINARY shares held as at the date of this confirmation statement
Name:	WEALTH CLUB NOMINEES LIMITED
Shareholding 16:	595537 A-4 PREFERRED ORDINARY shares held as at the date of this confirmation statement
Name:	MANGROVE V INVESTMENTS S.À R.L
Shareholding 17:	595537 A-4 PREFERRED ORDINARY shares held as at the date of this confirmation statement
Name:	PENTECH FUND III LIMITED PARTNERSHIP
Shareholding 18:	317619 A-4 PREFERRED ORDINARY shares held as at the date of this confirmation statement
Name:	SCOTTISH ENTERPRISE
Shareholding 19:	3937457 A-4 PREFERRED ORDINARY shares held as at the date of this confirmation statement
Name:	SCOTTISH INVESTMENTS LIMITED
Shareholding 20:	595537 A-4 PREFERRED ORDINARY shares held as at the date of this confirmation statement
Name:	VESTA VENTURES FUND I, LP
Shareholding 21:	78530 A-4 PREFERRED ORDINARY shares held as at the date of this confirmation statement
Name:	WCS NOMINEES LIMITED
Shareholding 22:	531000 A-4 PREFERRED ORDINARY shares held as at the date of this confirmation statement
Name:	WEALTH CLUB NOMINEES LIMITED
Shareholding 23:	1678 B ORDINARY shares held as at the date of this confirmation statement
Name:	KSENIA ALEKSANKINA
Shareholding 24:	1400 B ORDINARY shares held as at the date of this confirmation statement

Name:	MARTA BEVERAGE
Shareholding 25:	8997 B ORDINARY shares held as at the date of this confirmation statement
Name:	LAURENCE BILLINGHAM
Shareholding 26:	29907 B ORDINARY shares held as at the date of this confirmation statement
Name:	LAURA CALDER
Shareholding 27:	7786 B ORDINARY shares held as at the date of this confirmation statement
Name:	TOM DALZIEL
Shareholding 28:	14175 B ORDINARY shares held as at the date of this confirmation statement
Name:	INGRID FEHR
Shareholding 29:	2927 B ORDINARY shares held as at the date of this confirmation statement
Name:	DAVID FUTCHER
Shareholding 30:	459 B ORDINARY shares held as at the date of this confirmation statement
Name:	EWAN JAMES GATHERGOOD
Shareholding 31:	18740 B ORDINARY shares held as at the date of this confirmation statement
Name:	LAURA GRAY
Shareholding 32:	873 B ORDINARY shares held as at the date of this confirmation statement
Name:	FERGUS GRIFFIN
Shareholding 33:	1966 B ORDINARY shares held as at the date of this confirmation statement
Name:	AMBER HAMMOND
Shareholding 34:	190335 B ORDINARY shares held as at the date of this confirmation statement
Name:	ALISTAIR HANN
Shareholding 35:	6500 B ORDINARY shares held as at the date of this confirmation statement
Name:	YVONNE JACKSON
Shareholding 36:	10399 B ORDINARY shares held as at the date of this confirmation statement
Name:	MEGHAN JOYCE

Shareholding 37:	2401 B ORDINARY shares held as at the date of this confirmation statement
Name:	MATEJ KEREKRETY
Shareholding 38:	12500 B ORDINARY shares held as at the date of this confirmation statement
Name:	ROBIN KNOX
Shareholding 39:	140 B ORDINARY shares held as at the date of this confirmation statement
Name:	CAROL LAU
Shareholding 40:	2890 B ORDINARY shares held as at the date of this confirmation statement
Name:	KATRINA LAZDINA
Shareholding 41:	4462 B ORDINARY shares held as at the date of this confirmation statement
Name:	DIEGO LEON
Shareholding 42:	2949 B ORDINARY shares held as at the date of this confirmation statement
Name:	MARCUS LEWIS
Shareholding 43:	39258 B ORDINARY shares held as at the date of this confirmation statement
Name:	RICHARD CAMERON LEWIS
Shareholding 44:	1273 B ORDINARY shares held as at the date of this confirmation statement
Name:	PING LI
Shareholding 45:	6562 B ORDINARY shares held as at the date of this confirmation statement
Name:	CRAIG LINDSAY
Shareholding 46:	315 B ORDINARY shares held as at the date of this confirmation statement
Name:	GREGOR MCEWAN
Shareholding 47:	396139 B ORDINARY shares held as at the date of this confirmation statement
Name:	REBECCA MOORE
Shareholding 48:	9034 B ORDINARY shares held as at the date of this confirmation statement
Name:	CRAIG MURDO
Shareholding 49:	11250 B ORDINARY shares held as at the date of this confirmation statement

Name: **PETER MATHIJS VAN OERLE**

Shareholding 50: **1284 B ORDINARY shares held as at the date of this confirmation statement**
Name: **CASSIE PRYDE**

Shareholding 51: **2363 B ORDINARY shares held as at the date of this confirmation statement**
Name: **ASHLEIGH RAYNE**

Shareholding 52: **6000 B ORDINARY shares held as at the date of this confirmation statement**
Name: **EDDIE READIE**

Shareholding 53: **61667 B ORDINARY shares held as at the date of this confirmation statement**
Name: **SIMON RIGDEN**

Shareholding 54: **1555 B ORDINARY shares held as at the date of this confirmation statement**
Name: **SYLVIA RODGER**

Shareholding 55: **3586 B ORDINARY shares held as at the date of this confirmation statement**
Name: **CHLOE SCAHILL**

Shareholding 56: **3744 B ORDINARY shares held as at the date of this confirmation statement**
Name: **STEF SCOTT**

Shareholding 57: **3612 B ORDINARY shares held as at the date of this confirmation statement**
Name: **ALEX SHAW**

Shareholding 58: **37127 B ORDINARY shares held as at the date of this confirmation statement**
Name: **MARK SHILTON**

Shareholding 59: **4191 B ORDINARY shares held as at the date of this confirmation statement**
Name: **OLIVIA STEPHENSON**

Shareholding 60: **9764 B ORDINARY shares held as at the date of this confirmation statement**
Name: **JAMES STEWART**

Shareholding 61: **1893 B ORDINARY shares held as at the date of this confirmation statement**
Name: **JULIE SULTANA**

Shareholding 62: **23724 B ORDINARY shares held as at the date of this confirmation statement**
Name: **KIM WASON**

Shareholding 63: **11596 B ORDINARY shares held as at the date of this confirmation statement**
Name: **MAX VAN DER WERFF**

Shareholding 64: **1008 B ORDINARY shares held as at the date of this confirmation statement**
Name: **JAMES WILSON**

Shareholding 65: **5713761 PREFERRED ORDINARY shares held as at the date of this confirmation statement**
Name: **MANGROVE V INVESTMENTS S.À R.L**

Shareholding 66: **5713761 PREFERRED ORDINARY shares held as at the date of this confirmation statement**
Name: **PENTECH FUND III LIMITED PARTNERSHIP**

Shareholding 67: **2719097 PREFERRED ORDINARY shares held as at the date of this confirmation statement**
Name: **SCOTTISH ENTERPRISE**

Shareholding 68: **4694099 PREFERRED ORDINARY shares held as at the date of this confirmation statement**
Name: **THE FRONTLINE VENTURE FUND II LIMITED PARTNERSHIP**

Confirmation Statement

I confirm that all information required to be delivered by the company to the registrar in relation to the confirmation period concerned either has been delivered or is being delivered at the same time as the confirmation statement

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Charity Commission Receiver and Manager, CIC Manager,
Judicial Factor